

# Exhibit 4

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

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In Re: CATHODE RAY TUBE (CRT)	)	
ANTITRUST LITIGATION,	)	
	)	
Plaintiff,	)	
-----	)	Case No.
	)	07-5944 SC
	)	MDL No. 1917
This Document Relates to:	)	
	)	
ALL ACTIONS,	)	
	)	

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WEDNESDAY, JUNE 4, 2014

VIDEOTAPED DEPOSITION OF AIMEE FIELDS

CONFIDENTIAL TRANSCRIPT ATTORNEYS' EYES ONLY

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REPORTER: BALINDA DUNLAP, CSR 10710, RPR, CRR, RMR

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AND TOSHIBA AMERICA ELECTRONIC COMPONENTS, INC.:

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25

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3244	MARTA Cooperative of America Business Plan September 1997, Bates Nos. CRT-MARTA-0044008 through 42	63
3245	Letter Dated April 12, 1999, with Attached Membership Agreement of Watertown Restaurant Supply Co. Inc., Bates Nos. CRT-MARTA-0044075 through 88	64
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1 APPEARANCES  
2 ---oOo---

3 FOR THE DEFENDANTS HITACHI, LTD., HITACHI DISPLAYS,  
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15

16 Mark Gonzales, Barkley Court Reporters

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3250	Email Correspondence, First Email from Bob Thompson to Aimee Fields Dated November 30, 2006, Bates Nos. CRT-MARTA-0016440 through 44	143

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1 PHOENIX, ARIZONA, JUNE 4, 2014  
 2 ---o0o---  
 3 BE IT REMEMBERED that on Wednesday, the  
 4 4th day of June 2014, commencing at the hour of  
 5 9:04 a.m. thereof, at 333 N. Central Avenue,  
 6 Phoenix, Arizona, before me, Balinda Dunlap, a  
 7 Certified Shorthand Reporter in and for the County  
 8 of San Francisco, State of California, personally  
 9 appeared:  
 09:01 10 THE VIDEOGRAPHER: This is the videotape  
 11 deposition of Aimee L. Fields In Re: Cathode ray  
 12 tube antitrust litigation. This matter's being  
 13 held in the United States District Court, Northern  
 14 District of California, San Francisco Division,  
 09:03 15 Case No. 07-5944 SC, MDL No. 1917.  
 16 Our location is the Westin Phoenix at 333  
 17 North Central Avenue, Phoenix, Arizona. The  
 18 deposition is now beginning at 9:04 a.m. on June  
 19 4th, 2014.  
 09:04 20 Counsel, would you please identify  
 21 yourself and who you represent starting with  
 22 plaintiff's counsel.  
 23 MR. SMITH: Kyle Smith of Boies, Schiller  
 24 & Flexner for plaintiff and the witness.  
 09:04 25 MR. LAU: My name is Albie Lau. I am an

1 attorney with White & Case from Washington D.C.,  
 2 and I represent the Toshiba defendants.  
 3 MR. WU: My name is Danny Wu, White & Case  
 4 D.C. as well, also for the Toshiba defendants.  
 09:04 5 MR. LAU: Would the attorneys on the phone  
 6 please enter their appearances.  
 7 MR. GRALEWSKI: Bob Gralewski, Kirby  
 8 McInerney, on behalf of the indirect purchaser  
 9 plaintiffs.  
 09:04 10 MR. LAU: Is there anybody else on the  
 11 phone?  
 12 MR. HOFFMAN: This is Jory Hoffman from  
 13 Jenner & Block representing the Mitsubishi  
 14 defendants.  
 09:05 15 (Discussion off the record.)  
 16 MS. STOCK: Sarah Stock of Kirkland &  
 17 Ellis for the defendants Hitachi Ltd., Hitachi  
 18 America Ltd., Hitachi Asia, Hitachi Displays and  
 19 Hitachi Electronics Devices USA.  
 09:05 20 MR. LAU: Is there anybody else on the  
 21 phone? Okay. Thank you.  
 22 AIMEE L. FIELDS  
 23 called as a witness by the Defense, having  
 24 been sworn to tell the truth, the whole truth, and  
 09:05 25 nothing but the truth, was examined and testified as

1 follows:  
 2 ---o0o---  
 3 EXAMINATION BY MR. LAU  
 4 Q. Good morning, Ms. Fields. How are you?  
 09:05 5 A. I'm good.  
 6 Q. Have you ever been deposed before?  
 7 A. Yes.  
 8 Q. How many times?  
 9 A. Once.  
 09:05 10 Q. And when was that?  
 11 A. That was a little over a year ago, I want  
 12 to say.  
 13 Q. And in what case was that?  
 14 A. The LCD, I don't know, antitrust.  
 09:06 15 Q. And do you recall how long that deposition  
 16 lasted?  
 17 A. About six and a half hours.  
 18 Q. Okay. Other than that one deposition last  
 19 year in the LCD case, do you recall any other times  
 09:06 20 when you were deposed?  
 21 A. No.  
 22 Q. Have you ever testified at trial?  
 23 A. No.  
 24 Q. I am going to explain a few ground rules  
 09:06 25 for us today to hopefully make the day go by

1 smoothly.  
 2 First of all, I need all of your answers  
 3 to be audible answers. Even though you're being  
 4 videotaped now, we do have a court reporter who is  
 09:06 5 going to transcribe all of your answers. So make  
 6 sure all of your answers are audible and don't nod  
 7 your head, just say either "yes or" "no."  
 8 Do you understand that?  
 9 A. I do.  
 09:06 10 Q. Thank you. If at any point today you  
 11 would like a break, please let me know. This is  
 12 not an endurance test. My only request is that if  
 13 I have a question that's pending, I'd like you to  
 14 finish your answer before taking a break.  
 09:07 15 Does that sound good?  
 16 A. That sounds good.  
 17 Q. Okay. From time to time you may hear  
 18 objections to my questions by either Mr. Smith or  
 19 perhaps one of the attorneys participating by phone  
 09:07 20 today. These objections are simply designed to  
 21 preserve objections for the record, perhaps to  
 22 notify me that maybe I made a mistake in how I  
 23 asked a question.  
 24 So -- but I don't want you to be concerned  
 09:07 25 with the objections. If I ask a question and

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1 somebody objects, we expect you to answer the  
 2 question except if my question asks for the  
 3 disclosure of attorney-client privileged  
 4 information. Your attorney, Mr. Smith, may  
 09:07 5 instruct you not to answer, but other than that, I  
 6 do expect you to answer all of my questions.  
 7 Is there anything that would prevent you  
 8 from testifying today in terms of sickness or  
 9 emotional distress or perhaps use of prescription  
 09:08 10 medication?  
 11 A. No.  
 12 Q. Okay. Ms. Fields, I want you to  
 13 understand all of my questions today. I am not  
 14 going to try to trip you up with any sort of trick  
 09:08 15 questions.  
 16 If, for some reason, I ask a question that  
 17 you don't understand, I want you to tell me,  
 18 "Mr. Lau, I don't understand your question," and  
 19 then I am going to try to fix the question so you  
 09:08 20 understand what I'm asking.  
 21 Does that sound like a good idea?  
 22 A. Yes, it does.  
 23 Q. And if I ask a question and then you  
 24 answer the question, would it be fair for me to  
 09:08 25 conclude that you understand the question?

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1 MR. SMITH: Objection.  
 2 THE WITNESS: Yes.  
 3 MR. LAU: Thank you. I would like the  
 4 court reporter to mark this as Exhibit 3242, which  
 09:09 5 is the notice of deposition of Aimee L. Fields.  
 6 (Reporter marked Exhibit No. 3242 for  
 7 identification.)  
 8 Q. BY MR. LAU: Why don't you take a moment  
 9 to review this document, Ms. Fields, and let me  
 09:09 10 know when you're done.  
 11 MR. GRALEWSKI: I'm sorry. Did I miss the  
 12 exhibit number?  
 13 MR. LAU: Yes. It's Exhibit 3242.  
 14 MR. GRALEWSKI: Thank you.  
 09:10 15 MR. SMITH: Is there two documents in  
 16 front of you, Ms. Fields?  
 17 THE WITNESS: Yes.  
 18 MR. SMITH: Is this supposed to be two  
 19 separate ones stapled together?  
 09:10 20 MR. LAU: No, it should be one notice of  
 21 the deposition. I incidentally handed you two  
 22 copies.  
 23 MR. SMITH: Can I get rid of this then?  
 24 MR. LAU: Yes.  
 09:11 25 Q. Have you had a chance to review the

## Page 13

1 document, Ms. Fields?  
 2 A. I am still reviewing it.  
 3 Q. Okay.  
 4 A. Okay. I have reviewed it.  
 09:11 5 Q. Okay. You understand that you are here  
 6 today to testify pursuant to this deposition  
 7 notice, correct?  
 8 A. Correct.  
 9 Q. And you understand that your testimony  
 09:11 10 today is under oath, correct?  
 11 A. Correct.  
 12 Q. Okay. Ms. Fields, what did you do to  
 13 prepare for today's deposition?  
 14 A. I met with Kyle Smith yesterday for  
 09:11 15 several hours.  
 16 Q. And did you review any documents -- well,  
 17 let me take a step back.  
 18 Other than meeting with Mr. Smith, did you  
 19 discuss this deposition with any other individual?  
 09:12 20 A. Are you referring to yesterday?  
 21 Q. At any point in time.  
 22 A. I have spoken to Bob Tietjen.  
 23 Q. Anyone else?  
 24 A. He had an assistant, but I can't recall  
 09:12 25 her name.

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1 Q. Other than Mr. Tietjen and his assistant,  
 2 did you speak with anyone else in preparation for  
 3 today's deposition?  
 4 A. No.  
 09:12 5 MR. SMITH: I object to the form. Sorry  
 6 for the belated objection.  
 7 Q. BY MR. LAU: When did you speak to  
 8 Mr. Tietjen and his assistant?  
 9 A. Over the last several months sporadically,  
 09:13 10 just have conference calls.  
 11 Q. Okay. Other than speaking to Mr. Smith  
 12 yesterday, did you speak to Mr. Smith at any point  
 13 in time in preparation for today's deposition?  
 14 A. Yes. We have spoken by telephone.  
 09:13 15 Q. How many times?  
 16 A. Approximately four calls.  
 17 Q. And how long were each of these calls?  
 18 A. They varied.  
 19 Q. What was the shortest call?  
 09:13 20 A. Approximately 20 minutes.  
 21 Q. And what was the longest call?  
 22 A. Approximately an hour.  
 23 Q. Do you recognize the name Robert Thompson?  
 24 A. Yes. It's my director.  
 09:14 25 Q. Your director at MARTA, correct?

1 A. Correct.

2 Q. Did you speak with Mr. Thompson in

3 preparation for today's deposition?

4 A. No.

09:14 5 Q. Did you speak with Mr. Thompson in

6 preparation for his deposition in this case earlier

7 this year?

8 A. I don't know if it was in preparation for

9 his deposition, but we have spoke about the case.

09:14 10 Q. Describe for me your discussions with

11 Mr. Thompson about this case.

12 MR. SMITH: Objection.

13 THE WITNESS: We have discussed data that

14 I was able to obtain from the system. We discussed

09:14 15 timing of various issues, and I mean, that's what I

16 can think of mainly.

17 Q. BY MR. LAU: Okay. When you say "timing

18 of various issues," what issues are you talking

19 about?

09:15 20 A. When employees left, central billing time

21 frame, when we actually did our central billing.

22 Q. Anything else?

23 A. Mainly I think it was just data.

24 Q. You say you had a discussion with

09:15 25 Mr. Thompson about data concerning the system.

1 What system are you talking about?

2 A. Data that I extracted or that we extracted

3 out of our old server for this case.

4 Q. Okay. How many servers did MARTA have

09:16 5 that contained information relevant to this case?

6 MR. SMITH: Objection.

7 THE WITNESS: What time frame are we

8 talking about?

9 Q. BY MR. LAU: 1995 to 2007.

09:16 10 A. I believe we had two main servers during

11 that time.

12 Q. Where were these servers located?

13 A. They were in our office building in

14 Scottsdale, Arizona.

09:16 15 Q. Can you describe for me these servers?

16 A. One of them was our main server that

17 connected all of the computers as well as held our

18 accounting system, and the other server was mainly

19 a mail server.

09:17 20 Q. Do you remember the name of the servers,

21 in terms of the manufacturer of the servers?

22 A. One of them was a Dell, and that was the

23 one that held our accounting system, and I do not

24 recall the name of the other.

09:17 25 Q. Other than these two main servers from the

1 1995 to 2007 time period, did MARTA have any other

2 servers that might contain information relevant to

3 this case?

4 A. There was an old server which the newer

09:17 5 Dell accounting system server that replaced a

6 previous server that was a -- I don't remember the

7 name of the manufacturer of it, but that was our

8 old server.

9 Q. Excuse me, where was the old server

09:17 10 located?

11 A. The same, same place, in our office

12 building in Scottsdale.

13 Q. When did MARTA convert from the old server

14 to the Dell server?

09:18 15 MR. SMITH: Objection.

16 THE WITNESS: I think it was around 2003.

17 Q. BY MR. LAU: Okay. In preparation for

18 today's deposition, did you review any documents?

19 MR. SMITH: Objection.

09:18 20 THE WITNESS: I think I looked at one

21 document, a copy of -- one document, yes.

22 Q. BY MR. LAU: And who selected this

23 document?

24 MR. SMITH: Objection. Don't reveal any

09:19 25 conversations you and I had together, Aimee.

1 MR. LAU: Let me rephrase the question.

2 Q. Did you select this document that you

3 reviewed or did your attorneys select this document

4 that you reviewed?

09:19 5 A. I did not select it. So my attorney

6 selected it.

7 Q. Okay. Was this document shown to you

8 yesterday when you met with Mr. Smith?

9 A. Yes.

09:19 10 Q. Other than this one document that you

11 discussed yesterday with Mr. Smith, did you review

12 any documents whatsoever in preparation for today's

13 deposition?

14 A. No, not that I recall.

09:19 15 Q. Did you inform Mr. Thompson that you would

16 be being deposed today?

17 A. Yes, yes, I did.

18 Q. What else did you explain to Mr. Thompson

19 about today's deposition?

09:20 20 MR. GRALEWSKI: Object to form.

21 MR. SMITH: Objection.

22 THE WITNESS: Nothing, just the timing of

23 it.

24 MR. GRALEWSKI: Counsel, can I have your

09:20 25 agreement that an objection by any plaintiff's

1 counsel can be considered an objection by all  
 2 plaintiffs' counsel?  
 3 MR. LAU: Yes, yes, you may.  
 4 MR. GRALEWSKI: Thank you.  
 09:20 5 (Discussion off the record.)  
 6 Q. BY MR. LAU: Ms. Fields, did you bring any  
 7 documents with you today?  
 8 A. I did not.  
 9 Q. Ms. Fields, do you recognize the name  
 09:21 10 Gerald Dryer?  
 11 A. Yes, I do.  
 12 Q. Who is Gerald Dryer?  
 13 A. He was a previous executive director for  
 14 MARTA.  
 09:21 15 Q. For what time period?  
 16 A. I don't know when he began, but he was  
 17 there when I started in 1997, and I believe he left  
 18 sometime in '98 or early '99.  
 19 Q. Do you know where Mr. Dryer currently is  
 09:22 20 located?  
 21 A. I do not.  
 22 Q. When is the last time you spoke to  
 23 Mr. Dryer?  
 24 A. I am not sure exactly.  
 09:22 25 Q. Can you give that a good-faith estimate?

1 A. Yes. I'd be speculating, but I'd say  
 2 maybe five, six years ago.  
 3 Q. Do you recognize the name Warren Mann?  
 4 A. Yes.  
 09:22 5 Q. Who is Warren Mann?  
 6 A. Warren Mann was the executive director for  
 7 MARTA following Gerry Dryer.  
 8 Q. For what time periods?  
 9 A. Approximately 1999 to 2005.  
 09:22 10 Q. When was the last time you spoke with  
 11 Mr. Mann?  
 12 A. Approximately four years ago, five years  
 13 ago.  
 14 Q. Do you know where Mr. Mann is currently  
 09:22 15 located?  
 16 A. I don't.  
 17 Q. Do you recognize the name Bill Bursley?  
 18 A. Yes.  
 19 Q. Who is Mr. Bursley?  
 09:23 20 A. He was our -- the general manager for the  
 21 office, MARTA.  
 22 Q. During what time periods?  
 23 A. I would have to guess -- not sure the  
 24 exact dates, but approximately 2001 to 2006.  
 09:23 25 Q. When was the last time you spoke with

1 Mr. Bursley?  
 2 A. I haven't spoke to him in years.  
 3 Q. And do you know where Mr. Bursley is  
 4 currently located?  
 09:23 5 A. I am not certain, but I believe he's in  
 6 Arizona, Tempe maybe.  
 7 Q. Okay. Do you recognize the name Dave  
 8 Workman?  
 9 A. Yes.  
 09:23 10 Q. Who is Dave Workman?  
 11 A. Dave Workman was another executive  
 12 director for MARTA, very short period.  
 13 Q. During what time period?  
 14 A. Would have been around the end of 2005 to  
 09:24 15 early 2006.  
 16 Q. When was the last time you spoke to  
 17 Mr. Workman?  
 18 A. Probably four years ago.  
 19 Q. And do you know where Mr. Workman is  
 09:24 20 currently located?  
 21 A. I do not.  
 22 Q. Do you recognize the name, pardon my  
 23 pronunciation, Daniel Vuicich, V-u-i-c-i-c-h?  
 24 A. Yes.  
 09:24 25 Q. How do you pronounce that name?

1 A. Vuicich.  
 2 Q. Vuicich?  
 3 A. I think.  
 4 Q. And who is Daniel Vuicich?  
 09:24 5 A. He was the merchandising manager for  
 6 MARTA.  
 7 Q. During what time period?  
 8 A. I don't know when his employment started,  
 9 but he left shortly after Warren started. So  
 09:25 10 somewhere in '99, but I don't know when his  
 11 employment began.  
 12 Q. Do you recall what his responsibilities  
 13 were as merchandising manager?  
 14 A. I don't know.  
 09:25 15 Q. When was the last time you spoke to  
 16 Mr. Vuicich?  
 17 A. I think a couple of years ago I saw him at  
 18 a trade show.  
 19 Q. Do you know where he's currently located?  
 09:25 20 A. I do not.  
 21 Q. Do you recognize the name Wendy Pitts?  
 22 A. Yes, I do.  
 23 Q. Who is Wendy Pitts?  
 24 A. Wendy was the controller for MARTA.  
 09:26 25 Q. During what time periods?

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1 A. I don't know when her employment began.  
2 She was there when I started in 1997, and she  
3 remained there until approximately 1999.  
4 Q. When is the last time you spoke with  
09:26 5 Ms. Pitts?  
6 A. Ten-plus years.  
7 Q. Do you know where Ms. Pitts is currently  
8 located?  
9 A. I do not.  
09:26 10 Q. Do you recognize the name John Ross?  
11 A. Yes.  
12 Q. Who is John Ross?  
13 A. John Ross was the finance manager for  
14 MARTA.  
09:26 15 Q. During what time periods?  
16 A. I think right around 2000, and he left  
17 approximately 2003 maybe, 2004.  
18 Q. When was the last time you spoke to  
19 Mr. Ross?  
09:27 20 A. Three to four years ago.  
21 Q. Do you know where Mr. Ross is currently  
22 located?  
23 A. I do not.  
24 Q. When you spoke to him three or four years  
09:27 25 ago, where was this at?

## Page 24

1 A. Telephone.  
2 Q. Do you recognize the name Jody Fialkin,  
3 F-i-a-l-k-i-n?  
4 A. Yes.  
09:27 5 Q. Who is Jody Fialkin?  
6 A. She was the controller for MARTA after  
7 Wendy left.  
8 Q. How long was her tenure as a controller?  
9 A. It was short. Probably somewhere in the  
09:28 10 time frame of 2000 to 2001. Maybe 2000. She was  
11 only there a short time.  
12 Q. When was the last time you spoke to her?  
13 A. When she left the company.  
14 Q. Do you know where she's currently located?  
09:28 15 A. I do not.  
16 Q. Do you recognize the name Katherine  
17 O'Donnell?  
18 A. I do.  
19 Q. Who was Katherine O'Donnell?  
09:28 20 A. She was an employee at MARTA. I don't  
21 remember her title.  
22 Q. How long was she with MARTA?  
23 A. Somewhere around the three-, maybe  
24 four-year range, three-year probably.  
09:28 25 Q. What were her job responsibilities at

## Page 25

1 MARTA?  
2 A. I think she worked in a similar capacity  
3 to controller but did not have the title of  
4 controller.  
09:28 5 Q. When was the last time you spoke with  
6 Ms. O'Donnell?  
7 A. When she left the company.  
8 Q. Okay. Do you know her current  
9 whereabouts?  
09:29 10 A. I do not.  
11 Q. Do you recognize the name Jeff Sokol?  
12 A. I do.  
13 Q. Who is Jeff Sokol?  
14 A. Jeff Sokol was the finance manager at  
09:29 15 MARTA.  
16 Q. During what time periods?  
17 A. Approximately 2004, maybe 2005 to about  
18 2010.  
19 Q. Do you recall -- well, when was the last  
09:29 20 time you spoke to Mr. Sokol?  
21 A. About a month ago.  
22 Q. And what did the two of you speak about at  
23 that time?  
24 A. He's still a -- does accounting work for  
09:30 25 our company. So it would have been monthly

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1 financials or somebody regards to financials.  
2 Q. And you say he works in this capacity as a  
3 consultant. Did I understand that correctly?  
4 A. Yes.  
09:30 5 Q. How long has he worked for MARTA as a  
6 consultant?  
7 A. Since he left full-time employment in  
8 approximately 2010, I believe.  
9 Q. How many hours per month does he work for  
09:30 10 MARTA?  
11 MR. SMITH: Objection.  
12 THE WITNESS: It varies.  
13 Q. BY MR. LAU: Okay. Ms. Fields, are you  
14 familiar with the term "cathode ray tube"?  
09:30 15 A. Yes.  
16 Q. What does that term mean to you?  
17 A. A tube television, glass set.  
18 Q. And you've heard that term abbreviated as  
19 "CRT," correct?  
09:31 20 A. Correct.  
21 Q. Have you heard of the term "color display  
22 tube"?  
23 A. That doesn't sound familiar.  
24 Q. Have you heard of the term "color picture  
09:31 25 tube"?



1 A. I think I've heard it before.  
 2 Q. What does that term mean to you?  
 3 A. I don't know.  
 4 Q. If I use the term "CRT finished products,"  
 09:31 5 would you understand that term to mean a product  
 6 that contains a CRT for purposes of today's  
 7 deposition?  
 8 A. Yes.  
 9 Q. Okay. We will at times talk about  
 09:31 10 different time periods. One of the time periods  
 11 that I am going to refer to will be March 1, 1995,  
 12 through November 25th, 2007, and I am going to call  
 13 this long time period the relevant time period. So  
 14 if I use the term "relevant time period," will you  
 09:32 15 understand that to mean this 1995 to 2007 time  
 16 period?  
 17 A. Yes.  
 18 Q. Okay. Do you currently work for MARTA?  
 19 A. Yes.  
 09:32 20 Q. What's your current title?  
 21 A. Office manager.  
 22 Q. When did you first work for MARTA?  
 23 A. I started in November of 1997.  
 24 Q. Did you receive any education after high  
 09:33 25 school?

1 A. Yes.  
 2 Q. And can you please describe that education  
 3 to me?  
 4 A. I went to a community college.  
 09:33 5 Q. What was the name of that community  
 6 college?  
 7 A. Paradise Valley Community College.  
 8 Q. Did you receive a degree from Paradise  
 9 Valley Community College?  
 09:33 10 A. No, I did not.  
 11 Q. What was your first job after Paradise  
 12 Valley Community College?  
 13 A. I worked for a company called National  
 14 Asset.  
 09:33 15 Q. What did National Asset do?  
 16 A. They were a property management company.  
 17 Q. And what was your role?  
 18 A. I was administrative assistant.  
 19 Q. During what time period?  
 09:33 20 A. Approximately 1995 to 1997.  
 21 Q. What was your next job after working for  
 22 National Asset?  
 23 A. MARTA.  
 24 Q. Okay. And this began in November of 1997,  
 09:34 25 correct?

1 A. Correct.  
 2 Q. What was your first position at MARTA?  
 3 A. Data entry clerk.  
 4 Q. And how long were you a data entry clerk?  
 09:34 5 A. For about three months, three to six  
 6 months.  
 7 Q. What was your next position at MARTA?  
 8 A. Reconciliation specialist.  
 9 Q. For what time period?  
 09:34 10 A. Probably would have been around 1998  
 11 through -- for about eight months after that.  
 12 Q. Okay. And what were your responsibilities  
 13 as reconciliation specialist?  
 14 A. I would deal with problematic invoices or  
 09:35 15 issues with data entry of the invoices.  
 16 Q. What was your next position at MARTA?  
 17 A. Billing department supervisor.  
 18 Q. And how long did you hold this position?  
 19 A. Until about 2001.  
 09:35 20 Q. And what were your job responsibilities as  
 21 billing department supervisor?  
 22 A. To oversee the entire billing department.  
 23 Q. What was your next position at MARTA?  
 24 A. I don't recall the title, but it was  
 09:36 25 basically handling returns and damage claims from

1 our members.  
 2 Q. For what time period did you hold this  
 3 position?  
 4 A. Through the 2005, 2006 time frame.  
 09:36 5 Q. What was your next position at MARTA?  
 6 A. My current position, office manager.  
 7 Q. So that would be from 2007 to the current  
 8 period of time; is that correct?  
 9 A. About 2006 to the current time.  
 09:37 10 Q. And what are your responsibilities as  
 11 office manager?  
 12 A. I handle payroll. I do administer 401(k)  
 13 plan. I handle disbursing credits, rebates to our  
 14 members, and I handle our warranty program, as well  
 09:38 15 as just general customer service and support for  
 16 our members.  
 17 Q. Where is your office at MARTA currently  
 18 located?  
 19 A. I have a home office at my home.  
 09:38 20 Q. And how long have you had the home office?  
 21 A. Since about 2009, 2010 we moved into our  
 22 home office.  
 23 Q. So before your home office, where was your  
 24 office for MARTA located?  
 09:38 25 A. It was at 92nd Street and Shea Boulevard

1 in Scottsdale, Arizona.  
 2 Q. And how long did MARTA have its offices  
 3 there?  
 4 A. I believe they moved there in the 2003  
 09:39 5 time frame.  
 6 Q. Before 2003 where did MARTA have its  
 7 offices?  
 8 A. It is located on Hayden Road and Pine  
 9 Valley in Scottsdale, Arizona.  
 09:39 10 Q. During what time period?  
 11 A. From the time I started in '97 through the  
 12 move in 2003.  
 13 Q. How many people are currently employed by  
 14 MARTA?  
 09:39 15 A. Two full-time employees.  
 16 Q. Other than yourself, who is the other  
 17 employee?  
 18 A. Robert Thompson.  
 19 Q. So you report directly to Mr. Thompson,  
 09:39 20 correct?  
 21 A. Correct.  
 22 Q. During your employment with MARTA, did you  
 23 ever have a chance -- let me take a step back.  
 24 If I say the word "vendor" to you, what  
 09:40 25 does that mean to you in the context of MARTA's

1 business?  
 2 A. I would associate that with a  
 3 manufacturer.  
 4 Q. Okay. In your employment with MARTA, did  
 09:40 5 you have interactions with vendors?  
 6 A. Yes.  
 7 Q. Describe those interactions for me  
 8 generally.  
 9 A. I would have to contact them if a member  
 09:40 10 requested a credit, that would have been one  
 11 reason. I may have contacted them if a price  
 12 wasn't invoiced correctly.  
 13 Q. Any other interactions with vendors?  
 14 A. That's the extent -- that's the main  
 09:41 15 extent of it, yes.  
 16 Q. If I say the word "member" to you in the  
 17 context of MARTA's business, what does that word  
 18 mean to you?  
 19 A. That is one of our members/owner of our  
 09:41 20 company.  
 21 Q. And during your employment at MARTA, did  
 22 you ever have interactions with members?  
 23 A. Yes.  
 24 Q. And can you describe generally those  
 09:41 25 interactions to me?

1 A. If there was a problem the way they were  
 2 invoiced or if they thought they were overcharged  
 3 or if they needed to return a product, they would  
 4 typically contact me.  
 09:42 5 Q. Okay. Did MARTA ever send bulletins to  
 6 its members?  
 7 A. Yes.  
 8 Q. How frequently were these bulletins sent?  
 9 A. Regularly probably several a week.  
 09:42 10 Q. Okay. And what would be contained in  
 11 these bulletins?  
 12 A. Various things, updates on pricing,  
 13 programs, copies of programs, announcements of new  
 14 members, for member achievements and information  
 09:42 15 regarding, like, upcoming shows and maybe trade  
 16 shows.  
 17 Q. You mentioned the word "program." What  
 18 does that mean to you?  
 19 A. It was a negotiated set of pricing.  
 09:43 20 Q. Negotiated pricing between whom and whom?  
 21 A. Between MARTA and the vendors.  
 22 Q. How long would these negotiated prices  
 23 last, for what period of time?  
 24 MR. SMITH: Objection.  
 09:43 25 THE WITNESS: They vary, but typically

1 between shows. So that would be maybe four months.  
 2 Q. BY MR. LAU: When you say the word "show,"  
 3 what does that mean?  
 4 A. It was a convention-type show that we  
 09:44 5 held. It was a buying -- a buying show.  
 6 Q. Who would attend these buying shows?  
 7 A. Vendors would come with their product, set  
 8 up displays, and our members would attend.  
 9 Q. Who was responsible at MARTA for  
 09:44 10 negotiating the prices that were a part of these  
 11 programs?  
 12 A. I think it would have been Warren Mann or  
 13 our current executive director.  
 14 Q. Would the executive director consult with  
 09:45 15 anybody for purposes of negotiating prices?  
 16 MR. SMITH: Objection.  
 17 MR. LAU: Let me rephrase that.  
 18 Q. Would the executive director consult with  
 19 anyone within MARTA for purposes of negotiating  
 09:45 20 prices with vendors?  
 21 MR. SMITH: Objection.  
 22 THE WITNESS: I don't know that.  
 23 Q. BY MR. LAU: Ms. Fields, are you familiar  
 24 with the email address Marta@Martacoop.com?  
 09:45 25 A. Yes.

1 Q. And what is that email address?

2 A. That was the main receptionist computer

3 where all of the bulletins would have originated

4 from.

09:46 5 Q. If an email was sent to MARTA at

6 Martacoop.com, would you also receive that email,

7 Ms. Fields?

8 A. During what time frame, the relevant time

9 frame?

09:46 10 Q. From 1997 until the current time frame.

11 A. Okay. I would have received them. I

12 think we forwarded it to my email address somewhere

13 around the 2007 time frame.

14 Q. What about before that, if an email was

09:46 15 sent to MARTA at Martacoop.com, would you receive

16 that email?

17 A. No.

18 Q. Would you receive the bulletins that MARTA

19 sent out?

09:47 20 A. If they were addressed to me, if I was a

21 recipient, but not automatically.

22 Q. Okay. Do you know whether MARTA had a

23 board of directors?

24 A. Yes.

09:47 25 Q. Do you know whether the board of directors

1 of MARTA ever held meetings?

2 A. Yes.

3 Q. Did you ever attend any of these meetings?

4 A. In recent times I have.

09:47 5 Q. When was the first board meeting you

6 attended?

7 A. In 2006.

8 Q. Have you ever seen the corporate

9 governance documents from MARTA, such as the bylaws

09:48 10 and articles of incorporation?

11 A. I have seen them, yes.

12 Q. Okay. And do you have an understanding as

13 to the organization of MARTA?

14 A. Pretty good understanding.

09:48 15 Q. Do you have an understanding as to the

16 business purpose of MARTA?

17 MR. SMITH: Objection.

18 THE WITNESS: I think I understand it,

19 yes.

09:48 20 Q. BY MR. LAU: Okay. While you were

21 employed at MARTA, did MARTA ever have a document

22 retention policy?

23 A. Yes.

24 Q. Did it have one such policy or did it have

09:49 25 several such policies?

1 A. I don't know the answer to that.

2 Q. Tell me your understanding of Marta's

3 document retention policy.

4 A. I mean, I don't recall the specifics of

09:49 5 it. I can't answer the specifics of the policy.

6 Q. Tell me what you remember about Marta's

7 document retention policy?

8 A. I think we saved invoices, which is what I

9 would have been responsible for, for three years.

09:49 10 That would have been our member invoices. I think

11 we held our manufacturer invoices about three to

12 five years as well.

13 Q. What else do you remember about that

14 policy?

09:50 15 A. That's really the only things I was

16 responsible for.

17 Q. Was this policy a written policy?

18 A. I think it was in a book, yes.

19 Q. Have you seen the policy before?

09:50 20 A. I have seen it.

21 Q. When was the last time you saw it?

22 A. Maybe a year ago. I am not sure of the

23 exact time frame, but it's been a while.

24 Q. Were you ever involved in collecting

09:50 25 documents at MARTA that are responsive to the

1 discovery requests in this case sent to MARTA?

2 A. Yes.

3 Q. Okay. Okay. Describe to me your efforts

4 to find documents that were responsive to the

09:51 5 discovery requests that have been issued in this

6 case?

7 MR. SMITH: Only answer to the extent you

8 wouldn't be revealing any communications you had

9 with any of your attorneys. But to the extent that

09:51 10 you took actions, you can disclose that.

11 THE WITNESS: I basically went through

12 every box of documents that we had, as well as

13 trying to obtain information off of our servers.

14 Q. BY MR. LAU: Okay. How many boxes did you

09:51 15 review?

16 A. Probably 60.

17 Q. And where were these boxes located?

18 A. They were at our office in Scottsdale.

19 Q. Which office?

09:51 20 A. The one on 92nd Street and Shea in

21 Scottsdale.

22 Q. Where are those boxes currently located?

23 A. They are currently in a storage unit.

24 Q. And where is that storage unit located?

09:52 25 A. It is right now half of -- I would say

1 half to three-quarters of them are at a storage  
 2 facility in a -- I think it's New York.  
 3 Q. And where are the remaining documents  
 4 located?  
 09:52 5 A. They are at a storage facility on my  
 6 property.  
 7 Q. Did Marta's document retention policy  
 8 affect the length of time that electronic  
 9 information would be preserved?  
 09:52 10 MR. SMITH: Objection.  
 11 THE WITNESS: I do not know.  
 12 Q. BY MR. LAU: Do you know whether Marta's  
 13 electronic information has ever been destroyed or  
 14 deleted?  
 09:53 15 A. Not to my knowledge.  
 16 Q. Where is that -- where is Marta's  
 17 electronic information currently stored?  
 18 A. It is at my office in Scottsdale -- or I'm  
 19 sorry, at my home office.  
 09:53 20 Q. And how is it stored?  
 21 A. It's -- I have the servers under the desk,  
 22 and the documents, as I mentioned, were in a  
 23 storage container at my property.  
 24 Q. How many servers are under your desk?  
 09:53 25 A. There is two old servers.

1 Q. And anything else?  
 2 A. Nope, that's it.  
 3 Q. Are these two servers the Dell server and  
 4 the mail server we discussed earlier?  
 09:54 5 A. Yes.  
 6 Q. Do you recall when MARTA filed a lawsuit  
 7 -- its lawsuit in this case?  
 8 A. I don't know the dates.  
 9 Q. When MARTA filed its lawsuits, did you or  
 09:54 10 Mr. Thompson or any other employee or consultant of  
 11 MARTA take any steps to preserve documents?  
 12 MR. SMITH: Objection.  
 13 THE WITNESS: Yes, we were advised to keep  
 14 everything and not get rid of any documents.  
 09:55 15 Q. BY MR. LAU: Have any such documents been  
 16 destroyed since MARTA announced this lawsuit?  
 17 MR. SMITH: Objection.  
 18 THE WITNESS: No.  
 19 Q. BY MR. LAU: At the time that MARTA  
 09:55 20 commenced this lawsuit, how many people were  
 21 employed by MARTA?  
 22 MR. SMITH: Objection.  
 23 THE WITNESS: I don't know exactly when it  
 24 was filed, so I can't answer that.  
 09:55 25 Q. BY MR. LAU: In 2011, how many people were

1 employed by MARTA?  
 2 A. Two.  
 3 Q. Did -- since you've been employed by MARTA  
 4 in 1997, was it ever a practice of MARTA employees  
 09:56 5 to store MARTA records on their own personal  
 6 computers?  
 7 MR. SMITH: Objection.  
 8 THE WITNESS: Not to my knowledge.  
 9 Q. BY MR. LAU: Since you were first employed  
 09:56 10 by MARTA in 1997, was it ever a practice of Marta's  
 11 employees to store MARTA records on individual  
 12 storage devices, such as thumb drives?  
 13 MR. SMITH: Objection.  
 14 Q. BY MR. LAU: Or floppy disks?  
 09:56 15 MR. SMITH: Sorry. Objection.  
 16 THE WITNESS: We did use floppy disks when  
 17 I started with MARTA.  
 18 Q. BY MR. LAU: Do those floppy disks still  
 19 exist today?  
 09:56 20 A. I believe they do.  
 21 Q. Were those floppy disks searched to find  
 22 documents that might be responsive to the discovery  
 23 requests issued in this case?  
 24 A. I don't know. I turned over everything.  
 09:57 25 Q. Including the floppy disks?

1 A. Yes.  
 2 Q. Since you were employed by MARTA in 1997,  
 3 was it ever the practice of MARTA employees to send  
 4 work-related emails to their personal email  
 09:57 5 accounts?  
 6 MR. SMITH: Objection.  
 7 THE WITNESS: I don't know.  
 8 Q. BY MR. LAU: Did you ever send MARTA  
 9 business documents to one of your own personal  
 09:57 10 email accounts?  
 11 A. No.  
 12 Q. Other than the 60 boxes that we discussed  
 13 and the two servers that we discussed, is there any  
 14 other possible location for documents that might be  
 09:58 15 responsive to the discovery that's been issued in  
 16 this case?  
 17 MR. SMITH: Objection.  
 18 THE WITNESS: Can you repeat that?  
 19 Q. BY MR. LAU: Other than the 60 boxes that  
 09:58 20 we have discussed and other than the two servers  
 21 that we've discussed, is there any other possible  
 22 location for documents that might be responsive to  
 23 the discovery that has been issued in this case?  
 24 MR. SMITH: Objection.  
 09:58 25 THE WITNESS: Not to my knowledge.

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1 MR. SMITH: Albie, when you get to a break  
2 in your line of questioning, we could take a short  
3 pause.  
4 MR. LAU: We have been going about an hour  
09:59 5 now. Why don't we take a break right now.  
6 THE VIDEOGRAPHER: Off the record at 9:58  
7 a.m.  
8 (Whereupon a recess was taken.)  
9 THE VIDEOGRAPHER: On the record at 10:15  
10:15 10 a.m.  
11 Q. BY MR. LAU: Ms. Fields, earlier you  
12 testified that you have an understanding of the  
13 business purpose of MARTA.  
14 Do you recall that testimony?  
10:15 15 A. Yes.  
16 Q. Tell me, please, your understanding of the  
17 business purpose of MARTA.  
18 A. It was -- the main purpose of MARTA was to  
19 retain the lowest net acquisition cost to provide  
10:16 20 to our members.  
21 Q. And how did MARTA go about obtaining the  
22 lowest net acquisition cost?  
23 A. We bought the products in large quantities  
24 and then sold them to our members.  
10:16 25 Q. How many members did MARTA have during

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1 your employment at MARTA?  
2 A. When I started, there was approximately  
3 110 dealers, members.  
4 Q. Did that number stay the same over time or  
10:17 5 did it fluctuate?  
6 A. Fluctuated.  
7 Q. At its peak, how many members did MARTA  
8 have?  
9 A. During my time of employment, it was 110.  
10:17 10 Q. How about at its lowest?  
11 A. Probably 45.  
12 Q. And when was that?  
13 A. That would have been around the 2008, 2009  
14 time -- sorry, 2008, 2009, so 2007 we started to  
10:17 15 drop off in numbers.  
16 Q. Okay. How would MARTA buy merchandise?  
17 Do you have any understanding of that, the  
18 mechanics, that is?  
19 A. That was a little --  
10:18 20 MR. GRALEWSKI: Object to form.  
21 Q. BY MR. LAU: Do you understand my  
22 question?  
23 A. Yes. That was a little outside the scope  
24 of my responsibilities at the company.  
10:18 25 Q. Okay. I am going to hand you another

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1 document that I would like to be marked as Exhibit  
2 3243, and it is a document that begins on the first  
3 page "MARTA Cooperative of America, Inc.,  
4 Cooperative Plan (Including All Amendments Through  
10:19 5 July 31, 2006)," and it begins with a Bates No.  
6 CRT-MARTA-0043944.  
7 If you could review this document and let  
8 me know once you've had a chance to look at it.  
9 MR. SMITH: There a portion you want her  
10:19 10 to focus on in this document? It may take her a  
11 while to look through it.  
12 MR. LAU: It would make sense. Why don't  
13 you just focus on -- I want you to flip through it  
14 generally so you can assure yourself it's complete.  
10:19 15 Why don't you just focus on the first two pages.  
16 THE WITNESS: Okay.  
17 MR. LAU: Thank you.  
18 (Reporter marked Exhibit No. 3243 for  
19 identification.)  
10:20 20 MR. SMITH: Even though you are to focus  
21 on the first two pages, take as much time as you  
22 need to understand the full context of the  
23 document.  
24 THE WITNESS: Okay.  
10:22 25 MR. SMITH: Albie, was this produced as a

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1 consolidated document? Looks like there might be  
2 some appendages at the end that is not totally  
3 related. But if it was the way it was produced,  
4 that's totally fine.  
10:22 5 MR. LAU: Correct.  
6 MR. SMITH: Okay. Thank you.  
7 MR. LAU: All set?  
8 THE WITNESS: Yes.  
9 Q. BY MR. LAU: Ms. Fields, earlier you  
10:26 10 testified that you had seen the corporate  
11 governance documents for MARTA, such as the bylaws  
12 and articles of incorporation.  
13 Do you remember that testimony?  
14 A. Yes.  
10:26 15 MR. SMITH: Objection.  
16 Q. BY MR. LAU: Can you please -- do you  
17 recognize this document?  
18 A. Yes.  
19 Q. What is this document?  
10:26 20 A. It's the cooperative plan.  
21 Q. Is there anything attached to the  
22 cooperative plan?  
23 A. It looked like the bylaws are also here  
24 and amendments.  
10:27 25 Q. Okay. Thank you. Would MARTA generate

1 these types of documents in the normal course of  
 2 its business?  
 3 MR. SMITH: Objection.  
 4 THE WITNESS: I don't know.  
 10:27 5 Q. BY MR. LAU: Would MARTA generate a  
 6 document like this to facilitate its business?  
 7 MR. SMITH: Objection.  
 8 MR. LAU: What's the nature of the  
 9 objection? I don't understand it.  
 10:27 10 MR. SMITH: I think the word "facilitate"  
 11 is vague in the context of this question.  
 12 MR. LAU: Good. Thank you.  
 13 Q. Do you understand what I mean by  
 14 "facilitate," Ms. Fields?  
 10:27 15 A. Not really.  
 16 Q. Let me take a step back. Was this  
 17 document generated by MARTA?  
 18 A. Yes.  
 19 Q. Why was this document generated by MARTA?  
 10:27 20 A. So the way I understand it would be so  
 21 that all members understand how the group works and  
 22 what their responsibilities as well as our  
 23 responsibilities are.  
 24 Q. Would MARTA rely upon this document for  
 10:28 25 purposes of doing its business?

1 MR. SMITH: Objection.  
 2 MR. LAU: What's the nature of your  
 3 objection?  
 4 MR. SMITH: You're asking the witness to  
 10:28 5 testify what MARTA -- what was in MARTA's mindset  
 6 when acting as a corporate entity. She's not here  
 7 to testify on behalf of MARTA.  
 8 MR. LAU: Fair enough.  
 9 Q. Ms. Fields, what's your understanding as  
 10:28 10 to why MARTA would generate a document like this?  
 11 A. Because to make it clear what the members'  
 12 responsibilities are as well as our  
 13 responsibilities in the organization are to its  
 14 members.  
 10:28 15 Q. Do you have any reason to believe this  
 16 document is not accurate?  
 17 A. No.  
 18 Q. Do you have any reason to believe that  
 19 this document is not complete?  
 10:28 20 A. No. I think it is complete.  
 21 Q. Okay. Thank you. Let's talk again about  
 22 what MARTA was up to. MARTA would buy products on  
 23 behalf of its members, correct?  
 24 MR. SMITH: Objection.  
 10:29 25 MR. LAU: Just so we don't go round and

1 round all day long, Mr. Smith, when you say  
 2 "objection," that puts me on no notice whatsoever  
 3 as to the nature of your objection. Obviously I  
 4 want to have a clean record. If you can object and  
 10:29 5 tell me why you're objecting, that would allow me  
 6 to rephrase my question. But if you just say a  
 7 blanket objection, that puts me on no notice at  
 8 all.  
 9 You're free to do so. I am not going to  
 10:29 10 stop you, but I just want to let you know, I don't  
 11 understand what you mean when you simply say  
 12 "objection."  
 13 MR. SMITH: Very well. I was trying to  
 14 comply with the various discovery rules that have  
 10:29 15 been issued in this case that permit the statement  
 16 of objection. But if you would like me to make a  
 17 more full explanation of my objection, I would be  
 18 glad to do so.  
 19 MR. LAU: So long as it is not a speaking  
 10:29 20 objection, that would be great. Thank you.  
 21 MR. GRALEWSKI: Object to form.  
 22 Q. BY MR. LAU: I don't think I got an answer  
 23 to the question. Let me ask it again.  
 24 Ms. Fields, your understanding is that  
 10:30 25 MARTA would buy products on behalf of its members,

1 correct?  
 2 MR. GRALEWSKI: Object to form.  
 3 THE WITNESS: I believe so.  
 4 Q. BY MR. LAU: And it's your understanding  
 10:30 5 that members can buy products through channels  
 6 other than MARTA, correct?  
 7 A. Correct.  
 8 MR. GRALEWSKI: Object to form.  
 9 Q. BY MR. LAU: And in that way, MARTA -- the  
 10:30 10 services provided by MARTA were not exclusive in  
 11 nature, correct?  
 12 A. Correct.  
 13 MR. GRALEWSKI: Object to form.  
 14 Q. BY MR. LAU: And MARTA would sell its  
 10:30 15 products exclusively to its members, correct?  
 16 A. Correct.  
 17 MR. SMITH: Object to form. Lack of  
 18 foundation.  
 19 Q. BY MR. LAU: MARTA would not sell anything  
 10:30 20 to the public, correct?  
 21 MR. SMITH: Objection; lack of foundation.  
 22 THE WITNESS: Correct.  
 23 Q. BY MR. LAU: And MARTA would not sell  
 24 anything to non-member companies, correct?  
 10:31 25 MR. SMITH: Objection; lack of foundation.



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1 THE WITNESS: Correct.

2 Q. BY MR. LAU: MARTA exists, from your

3 understanding, only to serve the interests of its

4 members, correct?

10:31 5 MR. GRALEWSKI: Object to form.

6 THE WITNESS: Also as an organization as a

7 whole.

8 Q. BY MR. LAU: And what do you mean by that?

9 A. Well, basically to increase our value as

10:31 10 an organization to the members.

11 Q. Okay. MARTA, based on your understanding,

12 was a not-for-profit entity, correct?

13 A. Correct.

14 MR. GRALEWSKI: Object to form.

10:31 15 Q. BY MR. LAU: MARTA was not in the business

16 of trying to make money for itself, correct?

17 MR. SMITH: Objection; lack of foundation.

18 THE WITNESS: Not correct.

19 Q. BY MR. LAU: And why not?

10:32 20 A. Because it took money to run the

21 organization.

22 Q. Okay. But other than the expenses of

23 running the organization, it was not MARTA's role,

24 to your understanding, to generate profit, correct?

10:32 25 A. Correct.

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1 MR. GRALEWSKI: Object to form.

2 Q. BY MR. LAU: Indeed if there were any

3 instances where there were revenues in excess of

4 expenses, such excess revenues would be distributed

10:32 5 to Marta's members, correct?

6 A. Correct.

7 MR. GRALEWSKI: Excuse me, when I make my

8 objection, I am not hearing the witness' answer if

9 she's answering. I am not sure.

10:33 10 (Discussion off the record.)

11 Q. BY MR. LAU: Ms. Fields, MARTA was owned

12 by its members, correct?

13 MR. SMITH: Objection; lack of foundation.

14 THE WITNESS: That's my understanding.

10:34 15 Q. BY MR. LAU: And each member of MARTA had

16 an equal share of MARTA, correct?

17 MR. SMITH: Objection; lack of foundation.

18 THE WITNESS: Yes.

19 Q. BY MR. LAU: And every share of MARTA is

10:34 20 owned by MARTA's members, correct?

21 A. I'm sorry.

22 Q. Every share of MARTA is owned by a member

23 of MARTA, correct?

24 A. Yes.

10:34 25 MR. SMITH: Objection; lack of foundation,

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1 calls for legal conclusion.

2 Q. BY MR. LAU: Now, Ms. Fields, MARTA is not

3 just owned by its members, it's also controlled by

4 its members, correct?

10:34 5 MR. SMITH: Objection; lack of foundation,

6 calls for legal conclusion.

7 THE WITNESS: I believe they guide the

8 group, yes, so it would be controlled by them as

9 well.

10:34 10 Q. BY MR. LAU: MARTA had a board of

11 directors, correct?

12 A. Yes.

13 Q. And all members of the board of directors

14 would be members of MARTA, correct?

10:35 15 MR. SMITH: Objection; lack of foundation.

16 THE WITNESS: Yes.

17 Q. BY MR. LAU: Okay. Let's turn back to the

18 Exhibit 3243, please, the document that began

19 "Cooperative" on the first page.

10:35 20 Do you see Paragraph A entitled "Company

21 as Purchasing Agent," do you see that paragraph?

22 A. Yes.

23 Q. Let's look at the first sentence:

24 "The company shall act as and shall be

10:36 25 a nonexclusive purchasing agent for

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1 each and every shareholder of the

2 company."

3 Do you see that first sentence?

4 A. Yes.

10:36 5 MR. GRALEWSKI: Object to form.

6 Q. BY MR. LAU: Is that sentence consistent

7 with your understanding of how MARTA operated?

8 A. Yes.

9 Q. Let's look at the second sentence:

10:36 10 "The placing of an order with or

11 through the company shall be binding

12 on the shareholder placing such order

13 and shall require the shareholder to

14 purchase such merchandise from the

10:36 15 company and the company to sell such

16 merchandise to the shareholder

17 provided, however, that said

18 obligations shall be void if said

19 order cannot be completed with less

10:36 20 than reasonable variances therefrom."

21 Do you see that sentence?

22 A. Yes.

23 MR. GRALEWSKI: Object to form.

24 MR. SMITH: Objection.

10:37 25 Q. BY MR. LAU: Now, that sentence is also

1 consistent with your understanding of how MARTA  
 2 operated, correct?  
 3 A. Correct, that was the goal.  
 4 Q. And in addition to being the goal, that's  
 10:37 5 what happened in practice, correct?  
 6 MR. SMITH: Objection; overbroad.  
 7 THE WITNESS: Not always.  
 8 Q. BY MR. LAU: And when would it not always,  
 9 give me an example?  
 10:37 10 A. There would be, in some cases,  
 11 opportunities, buys or special deals that we would  
 12 place an order where there may be extra pieces that  
 13 we did not have a commitment for more approval that  
 14 our members were going to buy that.  
 10:37 15 Q. How often -- oh, are you finished with  
 16 your answer?  
 17 A. Yeah, that's one situation.  
 18 Q. Okay. Give me another situation, please,  
 19 if there were any?  
 10:37 20 A. There may have been issues where a company  
 21 went out of business or had financial issues,  
 22 troubles, and were not able to actually pay us for  
 23 the merchandise or buy the merchandise from us,  
 24 although they committed to.  
 10:38 25 Q. Are there any other instances, any other

1 instances where the goal as expressed in this  
 2 sentence that we just read were not met?  
 3 A. Those are the two main things that I can  
 4 think of that come to mind.  
 10:38 5 Q. But you can't think of any other  
 6 instances, correct?  
 7 MR. SMITH: Objection; asked and answered.  
 8 THE WITNESS: Not off the top of my head.  
 9 Q. BY MR. LAU: Okay. Let's talk about  
 10:38 10 opportunity buys and special deals. Are those  
 11 terms synonymous with one another or do they  
 12 describe different activities?  
 13 A. Pretty synonymous.  
 14 Q. Okay.  
 10:39 15 A. They are close to the same.  
 16 Q. How often would MARTA engage in  
 17 opportunity buys?  
 18 MR. SMITH: Objection; lack of foundation.  
 19 THE WITNESS: I don't know of an exact  
 10:39 20 number when they were presented.  
 21 Q. BY MR. LAU: Give me a good-faith  
 22 estimate, would they occur once a year?  
 23 A. Well, I'd be speculating, but I would have  
 24 to say --  
 10:39 25 MR. SMITH: Don't speculate. If you know

1 the answer to his question, give an answer. If  
 2 not, say you don't know.  
 3 Q. BY MR. LAU: Let me rephrase the question.  
 4 A. Yes.  
 10:39 5 Q. In your mind sitting here today, how many  
 6 opportunity buys do you recall MARTA engaging in?  
 7 A. Maybe several, ten to 15 maybe per year.  
 8 Q. And what would be the quantities involved  
 9 in these opportunity buys?  
 10:40 10 MR. SMITH: Objection; overbroad.  
 11 THE WITNESS: That would vary greatly.  
 12 Q. BY MR. LAU: What's the lowest quantity  
 13 that you recall?  
 14 A. Honestly, I can't recall at this moment.  
 10:40 15 Q. What would be the highest quantity that  
 16 you would recall, that you can recall today?  
 17 A. Maybe a few thousand pieces of something.  
 18 Q. When MARTA would engage in opportunity  
 19 buy, where would the merchandise be sold -- stored,  
 10:40 20 excuse me?  
 21 A. We had a warehouse in Chicago that would  
 22 store excess merchandise that wasn't sold  
 23 immediately.  
 24 Q. And when was this -- was it stored any  
 10:41 25 place else?

1 A. I think that would typically be where it  
 2 was stored.  
 3 Q. How long -- for what time period did MARTA  
 4 have the warehouse in Chicago, Illinois?  
 10:41 5 A. When I started there in 1997, it was  
 6 actively being used, and I think it ran -- I think  
 7 they closed it down somewhere in the 2000 maybe '2  
 8 time frame. I don't recall exact dates.  
 9 Q. Okay. And once MARTA engaged in an  
 10:41 10 opportunity buy and then stored the merchandise in  
 11 the warehouse, what would MARTA do with the  
 12 merchandise then?  
 13 MR. SMITH: Objection; lack of foundation,  
 14 vague.  
 10:42 15 THE WITNESS: I believe they would wait  
 16 until they had orders for it and then ship them  
 17 out.  
 18 Q. BY MR. LAU: Orders from whom?  
 19 A. Our members.  
 10:42 20 Q. Would the opportunity buy merchandise be  
 21 sold to anyone other than a member?  
 22 MR. SMITH: Objection; lack of foundation.  
 23 THE WITNESS: Not to my knowledge.  
 24 Q. BY MR. LAU: Would MARTA try to make a  
 10:42 25 profit for itself on these opportunity buys that



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1 were subsequently sold to members?  
 2 MR. SMITH: Objection; lack of foundation.  
 3 THE WITNESS: I don't know the answer to  
 4 that question.  
 10:42 5 Q. BY MR. LAU: Okay. Are you familiar with  
 6 the concept known as J number?  
 7 A. Yes.  
 8 Q. What does that stand for, what does that  
 9 mean?  
 10:43 10 A. It was an approval number that we would  
 11 generate and provide to the manufacturers which  
 12 would allow them to release product for shipment.  
 13 Q. Okay. Would the opportunity buys that  
 14 MARTA engaged in, would those transactions show up  
 10:43 15 in the transactional data that has been produced in  
 16 this case?  
 17 A. Yes, some of it should.  
 18 Q. Some or all?  
 19 A. Well, there were --  
 10:43 20 MR. SMITH: Objection; asked and answered.  
 21 THE WITNESS: There were appliance stuff.  
 22 I don't know if you have the data for that, but  
 23 there were appliance deals as well.  
 24 Q. BY MR. LAU: Were there opportunity buys  
 10:44 25 just for CRT finished products?

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1 A. Yes.  
 2 Q. And for those opportunity buys, would  
 3 those transactions show up in the transactional  
 4 data that's been produced in this case?  
 10:44 5 A. Yes.  
 6 Q. So it would be fair for me to conclude  
 7 that if I looked in the transactional data, that  
 8 would reflect the entire universe of opportunity  
 9 buys for CRT finished products during the relevant  
 10:44 10 time period, correct?  
 11 A. Yes.  
 12 MR. SMITH: Objection to form.  
 13 Q. BY MR. LAU: Okay. Were opportunity buys  
 14 that were sold to members, were they assigned a J  
 10:44 15 number?  
 16 A. Yes.  
 17 Q. Is there any way to look at that  
 18 transactional data and distinguish between  
 19 opportunity buys on the one hand and  
 10:44 20 non-opportunity buys on the other?  
 21 A. I don't think so, but I am not sure about  
 22 that.  
 23 Q. You gave me a second example of when the  
 24 goal of MARTA as expressed in this cooperative plan  
 10:45 25 might not have been met, and you said that would be

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1 an issue where a company went out of business and  
 2 could not buy the merchandise they had committed  
 3 to.  
 4 Do you remember giving me that example?  
 10:45 5 A. Yes.  
 6 MR. SMITH: Objection; mischaracterizes  
 7 the testimony.  
 8 Q. BY MR. LAU: Do you think that's a fair  
 9 characterization of your testimony, Ms. Fields?  
 10:45 10 A. I said -- I recall saying either when they  
 11 went out of business or had financial difficulties,  
 12 but close.  
 13 Q. How often would that occur?  
 14 MR. SMITH: Objection; lack of foundation.  
 10:46 15 THE WITNESS: I don't recall the specific  
 16 number. I recall several instances of it, though.  
 17 Q. BY MR. LAU: And what would happen in that  
 18 circumstance?  
 19 MR. SMITH: Objection; lack of foundation,  
 10:46 20 vague.  
 21 THE WITNESS: We would be responsible to  
 22 pay the manufacturer even though we were not being  
 23 paid.  
 24 And one that sticks out, maybe two  
 10:46 25 situations that stick out, we actually literally

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1 had to take physical property of the merchandise in  
 2 our office in Scottsdale.  
 3 Q. BY MR. LAU: Are you familiar with letters  
 4 of credit ever being provided by members of MARTA  
 10:46 5 to MARTA?  
 6 A. Yes.  
 7 Q. Would MARTA ever approve a sale in excess  
 8 of a letter of credit?  
 9 MR. SMITH: Objection; lack of foundation.  
 10:46 10 THE WITNESS: I don't know the answer. I  
 11 am not sure about that.  
 12 Q. BY MR. LAU: Okay. For merchandise that  
 13 was covered by this category, instances where a  
 14 company went out of business or had financial  
 10:47 15 difficulties, would those transactions be reflected  
 16 in the transactional data that has been produced in  
 17 this case?  
 18 A. Yes.  
 19 Q. Is there any way to distinguish those  
 10:47 20 transactions from other transactions, i.e.,  
 21 transactions not involving companies going out of  
 22 business or engaging in financial difficulties?  
 23 A. I wouldn't know how to identify them  
 24 because they would have appeared as a normal  
 10:47 25 transaction.

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1 Q. Other than yourself, Ms. Fields, who would  
2 have the knowledge of the opportunity buys and the  
3 second example of companies that go out of business  
4 who are experiencing financial difficulties?  
10:48 5 A. I believe Warren Mann, John Ross, probably  
6 Katherine O'Donnell and Wendy Pitts as well. I  
7 mean, there may be more, but those are the main  
8 people that would have had knowledge about this.  
9 Q. Okay. Thank you. I am going to hand out  
10:49 10 another exhibit that I would like to be marked as  
11 Exhibit 3244. This is a document that's entitled  
12 "MARTA Cooperative of America Business Plan  
13 September 1997" and begins with the Bates No.  
14 CRT-MARTA-0044008.  
10:49 15 (Reporter marked Exhibit No. 3244 for  
16 identification.)  
17 Q. BY MR. LAU: Can you please review this  
18 document and familiarize yourself with it.  
19 All set?  
11:02 20 A. Yes.  
21 Q. Ms. Fields, do you recognize this  
22 document?  
23 A. No.  
24 Q. Okay. So you've never seen this document  
11:02 25 before?

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1 A. Not to my knowledge.  
2 Q. Did MARTA ever have membership agreements  
3 with its members?  
4 MR. SMITH: Objection; calls for legal  
11:02 5 conclusion.  
6 THE WITNESS: Yes.  
7 Q. BY MR. LAU: Yes. Have you seen those  
8 membership agreements before, Ms. Fields?  
9 A. Yes.  
11:03 10 Q. I'd like to hand another document to the  
11 court reporter to be marked as Exhibit 3245, and  
12 this is a letter dated April 12, 1999, and it  
13 begins -- it has Bates numbers that begin  
14 CRT-MARTA-0044075 that goes for several pages, and  
11:03 15 it includes a document entitled "Membership  
16 Agreements of Watertown Restaurant Supply Company."  
17 (Reporter marked Exhibit No. 3245 for  
18 identification.)  
19 Q. BY MR. LAU: All set?  
11:08 20 A. Yes.  
21 MR. LAU: I am informed that we are at the  
22 end of the first tape, so maybe now would be time  
23 to take a brief break, switch the tape and start  
24 again.  
11:08 25 THE WITNESS: Sounds good.

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1 MR. LAU: How much time would you like,  
2 Kyle?  
3 MR. SMITH: Is ten minutes good for you?  
4 THE WITNESS: That's fine.  
11:09 5 MR. LAU: Reconvene in ten minutes.  
6 THE VIDEOGRAPHER: This is the end of the  
7 first tape of the deposition of Aimee L. Fields.  
8 We are off the record at 11:09 a.m.  
9 (Whereupon a recess was taken.)  
11:18 10 THE VIDEOGRAPHER: This is the beginning  
11 of Tape No. 2 in the continuing videotaped  
12 deposition of Aimee L. Fields. On the record at  
13 11:18 a.m.  
14 Q. BY MR. LAU: Ms. Fields, before the break,  
11:18 15 you testified that you have seen membership  
16 agreements at MARTA before.  
17 Do you remember that testimony?  
18 A. Yes.  
19 Q. Let's take a look at Exhibit 3245, the  
11:19 20 document you just reviewed before the break.  
21 Do you recognize this document?  
22 A. Yes.  
23 Q. And what is this document?  
24 A. It appears to be a member agreement.  
11:19 25 Q. Would MARTA generate these type of member

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1 agreements in the normal course of its business?  
2 MR. SMITH: Objection; lack of foundation.  
3 THE WITNESS: I believe so.  
4 Q. BY MR. LAU: Would MARTA rely on these  
11:19 5 member agreements in the normal course of its  
6 business?  
7 MR. SMITH: Objection; lack of foundation.  
8 THE WITNESS: I would think so, yes.  
9 Q. BY MR. LAU: Do you have any reason to  
11:19 10 believe this document is not accurate?  
11 A. No.  
12 Q. Do you have any reason to believe that  
13 this document is incomplete?  
14 A. Didn't appear to be.  
11:20 15 Q. Okay. Ms. Fields, were all members of  
16 MARTA required to sign a membership agreement like  
17 this membership agreement?  
18 MR. SMITH: Objection; lack of foundation,  
19 calls for legal conclusion.  
11:20 20 THE WITNESS: I believe --  
21 MR. GRALEWSKI: Object to form.  
22 THE WITNESS: I believe during the central  
23 billing period, yes.  
24 Q. BY MR. LAU: Okay. Ms. Fields, have you  
11:20 25 ever heard of the term -- well, take a step back.

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1 Did MARTA ever make lists of the members  
 2 who were members of MARTA?  
 3 A. Yes.  
 4 Q. And have you seen those lists?  
 11:20 5 A. Yes.  
 6 Q. Ms. Fields, have you ever heard of the  
 7 term "resource plus"?  
 8 A. Yes.  
 9 Q. What does that term mean?  
 11:20 10 A. That is our new name. We were under a  
 11 brand -- a rebranding.  
 12 Q. When did this rebranding occur?  
 13 A. I would say the 2008, early 2009 time  
 14 frame. That's my best guess.  
 11:21 15 Q. What was the purpose behind the  
 16 rebranding?  
 17 A. We had merged with another buying group,  
 18 and our group had changed quite a bit. So we were  
 19 basically trying to use it as recruitment material,  
 11:21 20 create like a new brochure, new logo.  
 21 Q. When did this merger with the other buying  
 22 group occur?  
 23 A. That would have been approximately  
 24 December 2005 through January 2006.  
 11:22 25 Q. And what was the name -- what is the name

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1 type of membership agreement in effect until the  
 2 end of central billing, correct?  
 3 A. Correct.  
 4 Q. When did central billing end?  
 11:24 5 A. The majority of it ended in April of 2006,  
 6 and I believe we still had one remaining vendor  
 7 until approximately 2008. That's my best  
 8 recollection.  
 9 Q. And who was that one remaining vendor  
 11:24 10 until 2008?  
 11 A. Would have been Toshiba.  
 12 Q. And why was Toshiba the one remaining  
 13 vendor?  
 14 MR. SMITH: Objection; lack of foundation.  
 11:25 15 THE WITNESS: I really don't know the  
 16 answer to that question.  
 17 MR. LAU: Okay. I am going to ask to have  
 18 another exhibit that I would like to be marked as  
 19 Exhibit 3246. It's an August 15th, 2011, email  
 11:25 20 from Ms. Fields, and it begins with Bates No.  
 21 CRT-MARTA-0043860.  
 22 (Reporter marked Exhibit No. 3246 for  
 23 identification.)  
 24 Q. BY MR. LAU: Please review this document,  
 11:26 25 and let me know when you've had a chance to do so.

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1 of this other buying group?  
 2 A. It is AVB, Associated Volume Buyers, and  
 3 they also go by Brandsource.  
 4 Q. Do you know whether it was a formal  
 11:22 5 corporate merger between MARTA and AVB Brandsource?  
 6 A. I don't know.  
 7 Q. How was the merger described to you, if  
 8 you know?  
 9 A. I don't believe it was a merger, I just  
 11:22 10 want to correct that. I think it was what we  
 11 called an alliance.  
 12 Q. And why did MARTA enter into an alliance  
 13 with AVB Brandsource?  
 14 MR. SMITH: Objection; lack of foundation.  
 11:23 15 THE WITNESS: I don't know the exact  
 16 reasons.  
 17 Q. BY MR. LAU: Did anyone ever explain to  
 18 you why the alliance occurred?  
 19 A. I think it was -- I mean, it was somewhat  
 11:23 20 explained to me, but I don't know the exact  
 21 reasons. I do know that they were trying to pull  
 22 together their resources. They had resources that  
 23 we did not have.  
 24 Q. You said that the membership agreement  
 11:24 25 that we see in Exhibit 3245, that that would be the

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1 A. Okay. I'm ready.  
 2 Q. Ms. Fields, do you recognize this  
 3 document?  
 4 A. I do.  
 11:26 5 Q. And what is this document?  
 6 A. It appears to be an email from myself to  
 7 Pat Jermyn.  
 8 Q. What is attached to this email?  
 9 A. It was a member list -- updated member  
 11:27 10 list current as of -- as of the date of the email,  
 11 which I assume would be 2011 August.  
 12 Q. Now, even though it has the words  
 13 "Resource Plus" attached to it, did MARTA exist as  
 14 -- let me take a step back.  
 11:27 15 MARTA still existed as a separate  
 16 corporate entity as of the date of this email,  
 17 correct?  
 18 MR. SMITH: Objection; vague, calls for  
 19 legal conclusion.  
 11:28 20 Q. BY MR. LAU: Do you understand my  
 21 question, Ms. Fields?  
 22 A. Somewhat.  
 23 Q. Okay.  
 24 A. MARTA is still our company, our legal  
 11:28 25 corporate name. We are just doing business as

1 Resource Plus.  
2 Q. That's what I thought. Okay. So when  
3 this document was generated, was it generated in  
4 MARTA's normal course of business?  
11:28 5 A. Yes.  
6 Q. Did MARTA rely on this document in the  
7 course of its normal course of business?  
8 MR. SMITH: Objection; lack of foundation.  
9 THE WITNESS: It was used as reference.  
11:28 10 Q. BY MR. LAU: So is that a "yes" to my  
11 question or "no" to my question?  
12 MR. SMITH: Objection.  
13 THE WITNESS: I don't really know what you  
14 mean by rely upon it.  
11:29 15 MR. SMITH: Objection; lack of foundation.  
16 Q. BY MR. LAU: So you believe it was  
17 generated in the normal course of business?  
18 A. Yes.  
19 Q. Did MARTA -- having generated this list,  
11:29 20 did MARTA rely on this list for essential business  
21 purposes of MARTA?  
22 MR. SMITH: Objection; lack of foundation.  
23 THE WITNESS: Yes.  
24 Q. BY MR. LAU: Do you have any reason to  
11:29 25 believe that this document is not accurate?

1 A. No.  
2 Q. Do you have any reason to believe that  
3 this document is incomplete?  
4 A. I don't believe so.  
11:29 5 Q. Okay. You can put that document down for  
6 now.  
7 And I'd like to hand out a new document to  
8 be marked as Exhibit 3247. This is another  
9 membership agreement that appears to be dated  
11:30 10 September 30th, 2006. It is -- I'm sorry, I  
11 misstated. It appears to be -- it is a member list  
12 that appears to be dated September 30th, 2006, and  
13 the Bates number for this document begins  
14 CRT-MARTA-0043895.  
11:30 15 (Reporter marked Exhibit No. 3247 for  
16 identification.)  
17 Q. BY MR. LAU: Have you had a chance to  
18 review this document?  
19 A. Yes.  
11:32 20 Q. Do you recognize this document,  
21 Ms. Fields?  
22 A. Roughly I do.  
23 Q. And what is this document?  
24 A. It looks like a stock list.  
11:32 25 Q. When you say "stock list," what does that

1 mean?  
2 A. Stock shares and an accounting of who was  
3 holding shares at that time.  
4 Q. Would MARTA generate these types of  
11:32 5 documents in the normal course of its business?  
6 MR. SMITH: Objection; lack of foundation.  
7 THE WITNESS: This would not have been my  
8 area, so I honestly don't know.  
9 Q. BY MR. LAU: Would MARTA rely upon these  
11:32 10 types of documents in the normal course of  
11 business?  
12 MR. SMITH: Objection; lack of foundation.  
13 THE WITNESS: I don't know.  
14 Q. BY MR. LAU: Do you have any reason to  
11:33 15 believe that this document is not accurate?  
16 A. I don't typically see these, so I wouldn't  
17 know if it was accurate or complete.  
18 Q. Have you seen similar documents before at  
19 MARTA?  
11:33 20 MR. SMITH: Objection; vague as to the  
21 word "similar."  
22 THE WITNESS: I don't believe so.  
23 Q. BY MR. LAU: You described this as a stock  
24 list.  
11:33 25 Do you remember that?

1 A. Yes.  
2 Q. Have you seen stock lists before at MARTA?  
3 A. No.  
4 Q. Okay. All right. You can put that  
11:33 5 document aside.  
6 Have you ever heard of the phrase  
7 "committees" in relation to MARTA?  
8 A. Yes.  
9 Q. And what is a committee?  
11:34 10 A. There were -- it was a group of members  
11 that came together for a purpose.  
12 Q. What purpose?  
13 A. I don't know. It depends. There's  
14 various committees. We have a lot of..  
11:34 15 Q. Can you describe some of the committees to  
16 me?  
17 A. Sure. They had executive committees that  
18 if they were hiring somebody, they would assign a  
19 group of the board members to get together and  
11:34 20 interview potential candidates. There were -- I  
21 can recall several of those types of executive  
22 committees, like examine a warranty program. They  
23 would choose three members that would examine the  
24 program.  
11:34 25 Q. Have you ever heard of the phrase

1 "electronics committee"?

2 A. Yes.

3 Q. And what was the electronics committee?

4 A. It was a group of members that was put

11:35 5 together to analyze new models, transitions, meet

6 with vendors.

7 Q. Part of the electronics committee's job

8 was to advise the executive director of what

9 products should be on price lists, correct?

11:35 10 MR. SMITH: Objection; lack of foundation.

11 THE WITNESS: What products should be on

12 price lists?

13 Q. BY MR. LAU: Correct.

14 A. I don't really know. I wasn't involved in

11:35 15 the committees, per se.

16 MR. LAU: I am going to hand out another

17 document that I would like to have marked as 3248.

18 It is a document entitled "MARTA Overview." It

19 begins with a Bates No. CRT-MARTA-0043911.

11:36 20 (Reporter marked Exhibit No. 3248 for

21 identification.)

22 Q. BY MR. LAU: Please review the document

23 and let me know when you've had a chance to do so.

24 A. Okay.

11:45 25 Q. Ms. Fields, do you recognize this

1 document?

2 A. I think I have seen it briefly before.

3 Q. And what is this document?

4 A. I'm not 100 percent sure of this, but it

11:45 5 appears to be some type of recruitment material.

6 Q. Would MARTA generate these types of

7 documents in the normal course of its business?

8 MR. SMITH: Objection; vague, lack of

9 foundation.

11:45 10 THE WITNESS: It appears that they used it

11 for recruiting. I guess that would be in the

12 course of business.

13 Q. BY MR. LAU: So is the answer "yes"?

14 A. Yes.

11:45 15 MR. SMITH: Objection; asked and answered.

16 Q. BY MR. LAU: Thank you. Would MARTA rely

17 upon these types of documents in the normal course

18 of its business?

19 MR. SMITH: Objection; lack of foundation,

11:46 20 vague.

21 THE WITNESS: I believe so.

22 Q. BY MR. LAU: Do you have any reason to

23 believe that this document is not accurate?

24 A. No.

11:46 25 Q. Do you have any reason to believe that

1 this document is incomplete?

2 A. It didn't appear to be.

3 Q. Let's turn to the third page, please, the

4 page that begins "MARTA fundamentals."

11:46 5 Do you see that page?

6 A. Yes.

7 Q. Look at the second point, which reads as

8 follows:

9 "Our organization began because

11:46 10 like-minded retailers wanted to merge

11 their buying power for the betterment

12 of all."

13 Do you see that sentence?

14 A. Yes.

11:47 15 Q. Is that sentence consistent with your

16 understanding of MARTA's business model?

17 MR. SMITH: Objection; vague.

18 MR. GRALEWSKI: Object to form.

19 THE WITNESS: You want to know if that's

11:47 20 consistent with what?

21 Q. BY MR. LAU: With your understanding of

22 MARTA's business model?

23 MR. GRALEWSKI: Same objection.

24 THE WITNESS: I believe that is how the

11:47 25 organization started out.

1 Q. BY MR. LAU: Let's look at the third

2 sentence, which reads as follows:

3 "Different from most such

4 organizations, the cooperative exists

11:47 5 solely to promote profitability and

6 capability of its owners-the retail

7 stores themselves."

8 Do you see that sentence?

9 A. Yes.

11:47 10 MR. GRALEWSKI: Object to form.

11 Q. BY MR. LAU: Is that sentence consistent

12 with your understanding of MARTA's business model?

13 MR. SMITH: Objection; vague.

14 THE WITNESS: It seems to be fairly

11:48 15 accurate.

16 Q. BY MR. LAU: Thank you. Let's look at the

17 next page, please, the page that begins at the top

18 "Mission Statement." There is quoted material that

19 reads as follows:

11:48 20 "MARTA Cooperative of America provides

21 services that enhance the buying and

22 selling of products-to ensure the

23 growth of our members through sharing

24 of knowledge, aggressive marketing,

11:48 25 and profitable purchasing."

1 Do you see that sentence?  
 2 A. Yes.  
 3 MR. GRALEWSKI: Object to form.  
 4 Q. BY MR. LAU: Is that sentence consistent  
 11:48 5 with your understanding of MARTA's business model?  
 6 MR. SMITH: Objection; vague.  
 7 THE WITNESS: Yes.  
 8 Q. BY MR. LAU: Please turn to Page 25. Do  
 9 you see the sentence that begins:  
 11:49 10 "Despite the group's national stance  
 11 for negotiation and centralized  
 12 viewpoint, orders are placed locally"?  
 13 Do you see that sentence?  
 14 A. Yes.  
 11:49 15 MR. GRALEWSKI: Object to form.  
 16 Q. BY MR. LAU: Is that sentence consistent  
 17 with your understanding of MARTA's business model?  
 18 MR. SMITH: Objection; vague.  
 19 THE WITNESS: I would say mostly, yes.  
 11:49 20 Q. BY MR. LAU: Why not simply yes, why do  
 21 you say "mostly, yes"?  
 22 A. Because there were times like I stated  
 23 earlier on opportunity buys where we would actually  
 24 place the order.  
 11:50 25 Q. Okay. In reviewing this document, did you

1 see any statements contained in the document that  
 2 you thought was not accurate in terms of not  
 3 accurately describing MARTA? Does anything come  
 4 out in your mind?  
 11:50 5 MR. SMITH: Objection. I object that  
 6 you're asking her about every statement in this  
 7 30-plus-page document. And to characterize every  
 8 single statement in the document --  
 9 Q. BY MR. LAU: Well, let me make it easier  
 11:51 10 for you, Ms. Fields. Again, this is not a memory  
 11 test. Turn to the slide on Page 12, please.  
 12 Actually, let's skip that. We'll come  
 13 back to that later. You can put that document down  
 14 for now.  
 11:51 15 We briefly made reference earlier today to  
 16 the concept of central billing.  
 17 Do you remember that?  
 18 A. Yes.  
 19 Q. What does "central billing" stand for?  
 11:52 20 A. It was the concept that all products would  
 21 be approved for purchase by MARTA and ordered --  
 22 and orders would be approved by MARTA to the  
 23 manufacturer, and they would also be billed through  
 24 MARTA, or MARTA would pay for them.  
 11:52 25 Q. Was understanding the central billing

1 process part of your job at MARTA?  
 2 A. Yes.  
 3 Q. So do you feel you understand the basic  
 4 mechanics of how the central billing process  
 11:52 5 worked?  
 6 A. Yeah, how it flowed, yes, I do.  
 7 Q. When did the central billing process or  
 8 system begin?  
 9 A. I don't --  
 11:53 10 MR. SMITH: Objection; lack of foundation.  
 11 THE WITNESS: I don't know.  
 12 Q. BY MR. LAU: Was it in existence in 1997  
 13 when you first were employed by MARTA?  
 14 A. Yes.  
 11:53 15 Q. And when did the central billing system  
 16 end?  
 17 MR. SMITH: Objection; lack of --  
 18 withdrawn.  
 19 THE WITNESS: I believe it was, as I  
 11:53 20 stated earlier, in the April of 2006 time frame for  
 21 all vendors with the exception of Toshiba, which  
 22 ended approximately 2007, 2008 time frame.  
 23 Q. BY MR. LAU: And through this period from  
 24 the time you were first employed by MARTA in 1997  
 11:54 25 until it ended, did the basic steps of how central

1 billing worked, did it remain the same throughout  
 2 that entire time period?  
 3 MR. SMITH: Objection; vague.  
 4 THE WITNESS: Yes, I believe so.  
 11:54 5 Q. BY MR. LAU: Okay. So the first step of  
 6 the process, if I understand it correctly, was that  
 7 a member would submit a purchase order directly to  
 8 a vendor, correct?  
 9 A. Yes. It would many times be their rep,  
 11:54 10 their local rep.  
 11 Q. And who is the local rep?  
 12 A. They worked for the manufacturer.  
 13 Q. Oh, so the member would send a purchase  
 14 order to the vendor's local rep; is that correct?  
 11:55 15 A. No, to their local representative of that  
 16 vendor. So like representatives from a  
 17 manufacturer would visit their stores, and  
 18 sometimes it would be set that way, sometimes it  
 19 would be faxed directly to the manufacturer's order  
 11:55 20 department.  
 21 Q. I see. MARTA, however, would not know  
 22 when these -- would have no foreknowledge of when  
 23 these purchase orders would be sent, correct?  
 24 MR. SMITH: Objection; lack of foundation.  
 11:55 25 THE WITNESS: No forewarning, we wouldn't



1 know until we got the order from the vendor.  
 2 Q. BY MR. LAU: So the answer would be  
 3 correct, yes?  
 4 A. Correct, no forewarning, I don't believe.  
 11:55 5 Q. Okay. So the first step, if I understand  
 6 it correctly, the member would submit a purchase  
 7 order directly to the vendor or the vendor's  
 8 representative. Is that a fair way to characterize  
 9 it?  
 11:56 10 A. Yes.  
 11 Q. And the second step is that the vendor  
 12 would forward the purchase order to MARTA, correct?  
 13 A. Correct.  
 14 Q. And the third step after receiving the  
 11:56 15 purchase order, MARTA would evaluate the  
 16 creditworthiness of the member, would tell the  
 17 vendor that the member is authorized to make the  
 18 purchase through MARTA and would assign a J number  
 19 to the order authorizing the vendor to ship,  
 11:56 20 correct?  
 21 A. Correct.  
 22 MR. SMITH: Objection; compound.  
 23 Q. BY MR. LAU: You understood my question,  
 24 though, right, Ms. Fields?  
 11:57 25 A. Yes.

1 Q. Thank you. And MARTA would not issue a J  
 2 number for a purchase that was above a member's  
 3 line of credit, correct?  
 4 MR. SMITH: Objection; lack of foundation.  
 11:57 5 THE WITNESS: I think that sometimes if  
 6 they did, it would require special approval from  
 7 the director or the finance manager.  
 8 Q. BY MR. LAU: Okay. But that would be the  
 9 exception, not the rule, correct?  
 11:57 10 A. Correct.  
 11 Q. And the rule, so that we understand each  
 12 other, is that MARTA is only going to approve  
 13 purchases up to a member's line of credit, and that  
 14 was the general rule, correct?  
 11:57 15 A. Correct.  
 16 MR. SMITH: Objection; lack of foundation.  
 17 THE WITNESS: Correct.  
 18 Q. BY MR. LAU: And the next step in the  
 19 process, Ms. Fields, after the vendor receives the  
 11:58 20 J number, the vendor would ship the product  
 21 directly to the member, correct?  
 22 A. Correct.  
 23 Q. And then the vendor would send a purchase  
 24 order -- a purchase invoice to MARTA, correct?  
 11:58 25 A. Correct. Can I back up?

1 Q. You bet.  
 2 A. The last question, typically they would  
 3 ship the product directly to the member unless as  
 4 we discussed earlier, the opportunity buys, and  
 11:58 5 then it would have been shipped to the MARTA  
 6 warehouse.  
 7 Q. I understand. Thank you.  
 8 A. Make sure I'm being complete.  
 9 Q. Thank you. So we are to the point in the  
 11:59 10 process where the vendor sends the purchase invoice  
 11 to MARTA, correct?  
 12 A. Correct.  
 13 Q. And then MARTA pays the vendor, correct?  
 14 A. Correct.  
 11:59 15 Q. The next step in the process, MARTA sends  
 16 a sales invoice to the member; is that correct?  
 17 A. Yes, that is correct.  
 18 Q. And then the next step is that the member  
 19 pays MARTA; is that correct?  
 11:59 20 A. Yes.  
 21 Q. And then MARTA would pay the vendor; is  
 22 that --  
 23 A. Typically we would pay them first. We  
 24 would pay the vendor as soon as we got the invoice.  
 12:00 25 The due date would be listed on the invoice. So

1 typically we were -- we would pay the vendor before  
 2 the dealer pays us.  
 3 Q. Where would MARTA get the funds to pay the  
 4 vendor before MARTA received the money from the  
 5 member?  
 12:00 6 MR. SMITH: Objection; lack of foundation.  
 7 Q. BY MR. LAU: If you know?  
 8 A. I don't know how that was all set up in  
 9 the early days. I don't know.  
 12:00 10 Q. Okay. Could you be mistaken about that?  
 11 A. Mistaken about?  
 12 Q. About the order of sequence, about who  
 13 pays whom first?  
 14 MR. SMITH: Objection; argumentative.  
 12:00 15 THE WITNESS: It depended on the terms  
 16 with the vendor. Some terms were shorter. Some --  
 17 in many cases, yes, we did pay the vendor first.  
 18 Q. BY MR. LAU: Okay. Did MARTA ever charge  
 19 an administrative fee for the use of central  
 12:01 20 billing?  
 21 MR. SMITH: Objection; vague as to time as  
 22 to "administrative fee."  
 23 THE WITNESS: Charge the vendor?  
 24 Q. BY MR. LAU: Did it charge any  
 12:01 25 administrative fee at all? And then I'll take it

1 to the next step.

2 A. It did charge the vendor, not -- I would

3 say in most cases there was an administrative fee

4 built in.

12:01 5 Q. Okay. And who was this administrative fee

6 charged to?

7 A. The vendor.

8 Q. Was it ever charged to others?

9 A. No.

12:01 10 Q. Okay. What was the administrative fee

11 charged to the vendor?

12 A. That would have varied depending upon

13 vendor.

14 Q. Was it a percentage of the purchase or was

12:02 15 it a flat fee?

16 A. I think it was a percentage. I recall it

17 being a percentage.

18 Q. What ranges do you recall in terms of the

19 percentages?

12:02 20 A. Maybe 1 percent, 2 percent. 1 to 2

21 percent typically I think would be an average

22 number.

23 Q. What would MARTA do with the

24 administrative fee once it received it?

12:02 25 MR. SMITH: Objection; lack of foundation.

1 THE WITNESS: I believe it was used to

2 somewhat cover overhead and expenses.

3 Q. BY MR. LAU: So because it was charged as

4 a percentage, if for some reason the cost of a

12:03 5 product went up, that would mean that MARTA would

6 collect a larger administrative fee; is that

7 correct?

8 MR. SMITH: Objection; incomplete

9 hypothetical.

12:03 10 THE WITNESS: Correct, yes.

11 Q. BY MR. LAU: In your experience, if the

12 member placed a purchase order and if all the

13 various steps were followed, could -- did MARTA

14 ever have the choice of taking the goods for itself

12:03 15 or was it required to allow the merchandise to be

16 shipped to the member?

17 MR. SMITH: Objection; compound, vague as

18 to various steps being followed.

19 THE WITNESS: Yeah, I don't know the

12:04 20 answer to that.

21 Q. BY MR. LAU: Okay. That's fine.

22 Do you ever recall an incident where a

23 member tried to cancel an order once an order had

24 been placed through central billing?

12:04 25 A. Yes, I believe that happened from time to

1 time.

2 Q. Okay. How would a member cancel an order?

3 A. I didn't work in the order department so I

4 am not 100 percent sure on that.

12:04 5 Q. Who would know the answer to that?

6 A. Probably the people that worked in the

7 order department.

8 Q. Can you think of any names?

9 A. Sheila Sanduchi or Dawn Coleman, Paula

12:04 10 Cook.

11 Q. Are you familiar with the term "price

12 protection"?

13 A. Yes.

14 Q. What does price protection mean?

12:05 15 A. The way I understand it in regards to

16 MARTA is that if a product was negotiated for a

17 price and that was the price we published to our

18 members, if the product went down in cost after an

19 order was placed and an invoice was paid, they

12:05 20 would basically give us the difference that it

21 dropped in price.

22 Q. Who would be "they"?

23 A. I'm sorry, the manufacturers in some

24 cases.

12:05 25 Q. Why would it be in some cases and not in

1 all cases?

2 A. I don't know specifically who offered

3 price protection and who didn't. I mean, I can

4 think of some, but I don't know across the board

12:06 5 which vendors offered it and which didn't.

6 Q. Okay. So Ms. Fields, based on your

7 understanding of how central billing worked and how

8 MARTA operated, MARTA members were not obligated to

9 purchase through central billing, correct?

12:06 10 MR. SMITH: Objection; calls for legal

11 conclusion and compound.

12 THE WITNESS: I feel like that is correct,

13 that is my understanding.

14 Q. BY MR. LAU: Just so we are clear, if a

12:06 15 member decided to deal directly with a vendor, that

16 was permissible, correct?

17 MR. SMITH: Objection; calls for legal

18 conclusion, lack of foundation.

19 THE WITNESS: I think it would have been

12:07 20 permissible.

21 Q. BY MR. LAU: In your experience, can you

22 think of instances where you may have heard about a

23 member dealing directly with the vendor?

24 A. Not -- not that I can recall, not with a

12:07 25 vendor that we actually had a program with.



1 Q. Okay.

2 A. Or that we offered central billing on.

3 Q. Based on your understanding of the central

4 billing process, it was the member's choice whether

12:07 5 to place an order through MARTA via central

6 billing; correct?

7 A. Can you just ask that question one more

8 time?

9 Q. Okay. Based on your understanding of how

12:07 10 central billing operated, it was the member's

11 choice whether to place an order or not to place an

12 order, correct?

13 A. I think it would have been their choice,

14 but it's -- that's what the purpose of MARTA was

12:08 15 there for, to provide a good program that they

16 couldn't get on their own.

17 Q. And based on your understanding of central

18 billing and MARTA's business model, it was also the

19 member's choice to decide what products to purchase

12:08 20 through central billing, correct?

21 A. Yes.

22 Q. And based on your understand of central

23 billing and MARTA's business model, it was the

24 member's decision to decide how much of a given

12:08 25 product to purchase, correct?

1 A. Correct.

2 Q. And based on your knowledge of central

3 billing and MARTA's business model, it was the

4 member's decision as to when to place an order,

12:08 5 correct?

6 A. Correct.

7 Q. When central billing ended for most

8 members in 2006 after the alliance with AVB

9 Brandsource, did AVB Brandsource have any sort of

12:09 10 system that was similar to central billing?

11 MR. SMITH: Objection; mischaracterizes

12 the testimony. There was never any testimony that

13 central billing ended for most members in her

14 answers.

12:09 15 Q. BY MR. LAU: You may answer the question.

16 A. You're asking me -- can you --

17 Q. Let me take a step back. Have you ever

18 heard of the term "Expert Warehouse"?

19 A. Yes.

12:10 20 Q. And what does that stand for?

21 A. They are -- Expert Warehouse is a

22 distributor that was solely -- that I believe only

23 sold to Brandsource or its affiliates.

24 Q. Okay. Were there any similarities between

12:10 25 Expert Warehouse on the one hand and central

1 billing on the other?

2 MR. SMITH: Objection; vague.

3 THE WITNESS: I don't believe so because

4 they acted purely as a distributor.

12:11 5 Q. BY MR. LAU: We talked a little bit about

6 this morning about shows where vendors would

7 participate and members would participate.

8 Do you remember that testimony?

9 A. Yes.

12:11 10 Q. How often did these shows occur?

11 A. When I started in 1997, they did three

12 shows per year. Sometime around 2003, maybe 2004,

13 they cut that down to two shows per year.

14 Q. And what time of the year did these shows

12:11 15 occur?

16 A. I believe in January, in June -- let me

17 think about this. January, sometime in May or June

18 and then another one in the fall, sometime around

19 September or August, I believe.

12:12 20 Q. And where did these shows take place?

21 A. Various locations, various hotels,

22 convention center-type locations.

23 Q. Any particular cities?

24 A. All over. I know they used to go to many

12:12 25 cities.

1 Q. Okay. What was the purpose behind these

2 shows?

3 A. They were buying shows that allowed the

4 vendors to showcase their products and allowed our

12:12 5 members to see them, and they could also place

6 orders at the shows.

7 MR. LAU: Kyle, I think I am at a natural

8 break right now, and it is about 12:15. Why don't

9 you say we break for lunch and then reconvene after

12:13 10 a lunch break.

11 Does that make sense?

12 MR. SMITH: Works for me. Is that good

13 for you, Ms. Fields?

14 THE WITNESS: Works for me.

12:13 15 MR. LAU: How much time would you like for

16 a lunch break, Ms. Fields?

17 THE WITNESS: I don't know what they

18 allow, but 45 minutes to an hour, if possible.

19 MR. LAU: Would you like an hour?

12:13 20 THE WITNESS: Yes, please.

21 MR. LAU: Let's take a break for an hour,

22 then. We will reconvene at 1:15.

23 THE WITNESS: Thank you.

24 THE VIDEOGRAPHER: Off the record at 12:14

12:14 25 p.m.

1 (Whereupon the noon recess was taken.)  
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 25

1 have taken a screen shot of each sheet so that we  
 2 can see what's in every column.  
 3 (Reporter marked Exhibit No. 3249 for  
 4 identification.)  
 01:17 5 Q. BY MR. LAU: Please review that document,  
 6 and let me know when you've had a chance to do so.  
 7 A. Okay.  
 8 Q. Ms. Fields, do you recognize this  
 9 document?  
 01:19 10 A. Yes, parts of it, yes.  
 11 Q. And what is this document?  
 12 A. This appears to be the data that we were  
 13 able to extract out of our current and our old  
 14 accounting system, billing system.  
 01:20 15 Q. And do you recognize this as the recently  
 16 produced transactional data, because there have  
 17 been two productions from you folks. Do you  
 18 recognize this as the most recent transactional  
 19 data produced by MARTA?  
 01:20 20 A. That's what it appears to be.  
 21 Q. Okay. Did MARTA generate the information  
 22 in this document in the normal course of its  
 23 business?  
 24 A. The data was recorded in the normal -- in  
 01:20 25 the normal course of business.

1 PHOENIX, CALIFORNIA, JUNE 4, 2014  
 2 AFTERNOON SESSION  
 3 ---o0o---  
 4 THE VIDEOGRAPHER: On the record at 1:16  
 01:16 5 p.m.  
 6 MR. LAU: I understand that we have a new  
 7 attorney who's joined us this afternoon on the  
 8 telephone. Could that new attorney please enter an  
 9 appearance?  
 01:16 10 MS. KERN: Yes, this is Sylvie Kern on  
 11 behalf of the indirect purchaser plaintiffs.  
 12 MR. LAU: Thank you.  
 13 Q. Ms. Fields, do you have an understanding  
 14 as to how MARTA reported its sales information  
 01:16 15 electronically?  
 16 A. Somewhat, yes.  
 17 Q. Do you have an understanding as to the  
 18 transactional data that's been produced to the  
 19 defendants in this case?  
 01:16 20 A. Yes.  
 21 Q. I am going to hand you a new exhibit, and  
 22 this is the recently produced transactional data  
 23 from MARTA, CRT-MARTA-0044089. And just to put it  
 24 in context, what I have done is I have taken -- it  
 01:17 25 is an Excel spreadsheet with several sheets, and I

1 Q. Thank you. And did MARTA rely upon the  
 2 data reflected here in the normal course of its  
 3 business?  
 4 A. Yes.  
 01:20 5 Q. Do you have any reason to believe that the  
 6 information recorded here is inaccurate?  
 7 A. No.  
 8 Q. Do you have any reason to believe that the  
 9 data recorded here is incomplete?  
 01:21 10 A. Well, yes, it is incomplete based on these  
 11 are just screen shots.  
 12 Q. Fair enough, fair enough.  
 13 A. Yeah.  
 14 Q. That's fair enough. Okay. So this has  
 01:21 15 been marked as Exhibit 3249. Let's look at the  
 16 first sheet, and this is a sheet that if you look  
 17 at the tab on the bottom, it's entitled "Sheet 1."  
 18 Do you see that?  
 19 A. Yes.  
 01:21 20 Q. Okay. In your own words, what does Sheet  
 21 I represent?  
 22 A. It appears to be transactions. I can't  
 23 quite tell from here if these are sales or  
 24 purchases, but it's definitely invoice  
 01:22 25 transactions.

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1 Q. Did you play any role in assembling this  
2 transactional data that was produced in discovery?  
3 A. Yes, I -- the data originated with me.  
4 Q. Do you know why this sheet is simply  
01:22 5 entitled "Sheet 1"?  
6 A. I do not know.  
7 MR. SMITH: Counsel, I am going to state  
8 in reviewing this document, it appears there may  
9 have been hidden tabs that were not intended for  
01:22 10 production. So I am going to need to go back and  
11 look and see if this relates to a crawl-back, and  
12 that may relate to your questions.  
13 MR. LAU: That makes sense, Mr. Smith,  
14 because we were confused as well.  
01:23 15 MS. KERN: Sorry, can you speak up a bit?  
16 MR. LAU: Who, Mr. Lau, Ms. Fields or Mr.  
17 Smith or all of us?  
18 MS. KERN: All of you. The witness I can  
19 hear pretty well, but I am having a hard time with  
01:23 20 everybody else. I know it is hard when you have  
21 people calling in, but I would appreciate it.  
22 MR. LAU: Okay. We will do our best.  
23 Q. Well, while I have you here, Ms. Fields,  
24 let's see if I can have you try to understand Sheet  
01:23 25 1 as best we can. Let's go column by column.

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1 Column A, "Invoice Number," what does that  
2 represent?  
3 A. That would be our J number or approval  
4 number.  
01:23 5 Q. And remind me again, when is a J number or  
6 approval number issued?  
7 A. When we receive the order from the vendor.  
8 Q. And is each J number a unique number?  
9 A. Most of the time, yes, but if -- yes, most  
01:24 10 of the time.  
11 Q. Okay. Let's look at the second column,  
12 "Invoice Date," what does that represent?  
13 A. That would have been the date that the  
14 invoice would have posted in our system. Wait a  
01:24 15 minute. Actually, let's double-check that. Okay.  
16 That would have been the actual invoice vendor  
17 date. I apologize.  
18 Q. So that would be the date of the purchase  
19 invoice that the vendor sends to MARTA?  
01:24 20 A. Correct.  
21 Q. And the next column, "Year," what does the  
22 year column signify?  
23 A. The year that the invoice was created.  
24 Q. The next column over is "Dealer." What  
01:25 25 does that represent?

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1 A. That would be the account number for our  
2 dealer, whoever purchased.  
3 Q. When you say "dealer," that refers to the  
4 member, correct?  
01:25 5 A. Yes.  
6 Q. And I see in that a series of three-digit  
7 numbers under "Dealer."  
8 Do you see that?  
9 A. Yes.  
01:25 10 Q. Does every dealer or member have a unique  
11 identifying code?  
12 A. Yes.  
13 Q. And does there exist some sort of decoder  
14 by which we can tell/associate a specific member  
01:26 15 with a specific code?  
16 A. Yes.  
17 Q. And the next column over, "Dealer" -- it  
18 appears to be "PO Number."  
19 Do you see that?  
01:26 20 A. Yes, that's what it should read.  
21 Q. And what does that signify?  
22 A. That would be the dealer who was ordering  
23 the product, they would create their own systematic  
24 PO number to provide as a reference for them.  
01:26 25 Q. And when you say "PO number," that refers

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1 to purchase order number, correct?  
2 A. Correct, correct.  
3 Q. And the next column over, "Manufacturer,"  
4 do you see that?  
01:26 5 A. Yes.  
6 Q. And what does that represent?  
7 A. That is the account number for the  
8 manufacturer.  
9 Q. When you say "manufacturer," that's  
01:27 10 synonymous with "vendors"; is that correct?  
11 A. Correct.  
12 Q. Does there exist some sort of decoder that  
13 allows one to tell to associate the specific code  
14 listed here with a specific vendor?  
01:27 15 A. Yes, it is also located right -- the next  
16 column to the right.  
17 Q. That's "Manufacturer Name"?  
18 A. Uh-huh, yes.  
19 Q. All right. Let's go to Column H,  
01:27 20 "Manufacturer Invoice," what does that represent?  
21 A. That would be the manufacturer or vendor  
22 invoice number.  
23 Q. That would be the number generated by the  
24 vendor, correct?  
01:27 25 A. Correct.

## Page 103

1 Q. Look at the next column over, "Product,"  
 2 what does that signify?  
 3 A. That is a product code that identifies the  
 4 category and classification of a product.  
 01:28 5 Q. And does there exist a decoder that  
 6 corresponds the number listed here with a specific  
 7 product?  
 8 A. Yes, and it's also listed in Column K.  
 9 Q. Okay. Thank you.  
 01:28 10 A. Yes.  
 11 Q. And Column K, that stands for product  
 12 description, correct?  
 13 A. Correct.  
 14 Q. Column L, "Model," what does that cell  
 01:28 15 represent?  
 16 A. That would be the actual model SKU number.  
 17 Q. Now, there's no label for Column M. What  
 18 does that -- what does Column M represent?  
 19 A. It appears to be just a duplication of  
 01:28 20 Column L, which is the model number, SKU number.  
 21 Q. How about Column N as in Nancy, what does  
 22 that represent?  
 23 A. That is also a copy of Column K, which  
 24 would be the product description.  
 01:29 25 Q. Then how about -- does the same hold true

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1 for Column O, "Model Description"?  
 2 A. Yes.  
 3 Q. Column P is "Quantity," is that what it  
 4 appears to be?  
 01:29 5 A. Yes.  
 6 Q. The number of units being ordered?  
 7 A. Correct, being invoiced.  
 8 Q. Being invoiced, thank you.  
 9 Column Q, "Unit Price," what does that  
 01:29 10 represent?  
 11 A. That would be -- I believe that is our  
 12 cost to the member.  
 13 Q. When you say "our cost to the member,"  
 14 does that mean the price that's reflected on the  
 01:29 15 sales invoice that MARTA sends to the member?  
 16 A. Yes.  
 17 Q. And then Column R, "Extended Price," what  
 18 does that represent?  
 19 A. That would be the unit price multiplied by  
 01:30 20 the quantity invoiced.  
 21 Q. Let's turn the page, please. And now we  
 22 are going to look at the sheet entitled "1998  
 23 Through 2003 Sale."  
 24 Do you see that?  
 01:30 25 A. Yes.

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1 Q. Now, generally speaking, what's contained  
 2 on this sheet?  
 3 A. This appears to be the sales data from  
 4 MARTA to its members, or invoice transactions from  
 01:30 5 MARTA to its member.  
 6 Q. Now, before we talk about the specifics,  
 7 why is it that -- why was it labeled 1998 to 2003,  
 8 what's the significance of 1998?  
 9 A. That is from our previous server, our  
 01:31 10 older server, that's why it was labeled prior to  
 11 2003.  
 12 Q. If you look, Ms. Fields, at Column B on  
 13 this sheet, "Invoice Date," I see some entries from  
 14 1997.  
 01:32 15 Do you see that?  
 16 A. I do.  
 17 Q. Okay. I was a bit confused when I saw  
 18 that because the sheet itself is labeled 1998. Why  
 19 is there a discrepancy there?  
 01:32 20 A. I don't know.  
 21 Q. How far back did MARTA store its sales  
 22 transactions electronically, what's the earliest  
 23 year, if you know the answer?  
 24 A. I don't know the answer to that. I mean,  
 01:32 25 how far back it went?

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1 Q. Yes.  
 2 A. I don't know. Obviously '97 since I was  
 3 there it was being recorded electronically, so  
 4 that's all I can speak of.  
 01:33 5 Q. Okay. When you say that the information  
 6 from the sheet came from the old server, what did  
 7 you mean by that?  
 8 A. Before we got a new server in 2003, we had  
 9 a -- an old server, a UNIX-based server that ran a  
 01:33 10 very customized program. That's what I'm referring  
 11 to.  
 12 Q. Did the information from this sheet, was  
 13 it originally -- did the information -- let me  
 14 start over again.  
 01:34 15 Was the information contained on this  
 16 sheet, did it originate electronically or did the  
 17 information exist on paper form and then was input  
 18 into the server?  
 19 A. When we received our invoices, a majority  
 01:34 20 of our large vendors sent them electronically  
 21 through EDI. So it would have been recorded  
 22 electronically or digitally. Some vendors, smaller  
 23 vendors, mailed in paper invoices.  
 24 Q. When you say "EDI," what does that term  
 01:34 25 mean to you?

1 A. Electronic Data Interchange, I believe. I  
2 think that's what it means.

3 Q. So recalling back to 1997 when you were  
4 first employed by MARTA, were there some vendors at  
01:35 5 that time using EDI?

6 A. Yes, the majority of our large vendors or  
7 the vendors we did high volume with were all  
8 electronically received.

9 Q. Okay. Thank you. Let's take a look -- we  
01:35 10 can quickly look at the columns here. Do the  
11 definitions of the columns reflected on the 1998 to  
12 2003 sales sheet, do those descriptions correspond  
13 to the descriptions you gave me with respect to  
14 Sheet 1?

01:36 15 A. Are you asking if the description and the  
16 product codes are --

17 Q. For example, we discussed invoice number  
18 on Sheet 1?

19 A. Yes.

01:36 20 Q. Invoice number is also on this sheet.  
21 Does it have the same meaning on both sheets or  
22 should we discuss each and every column again?

23 A. No, let me just double-check that. It  
24 looks like they both correspond.

01:36 25 Q. Thank you. Why don't you turn the page to

1 the next sheet, which is Sheet 3. By the way, may  
2 I get you a tissue or a Kleenex?

3 A. No, I am okay. Just allergies, I think.

4 MR. SMITH: I want to state, this tab, I  
01:37 5 think all the tabs labeled Sheet 1, 3 and 4 appear  
6 to be inadvertently produced and this tab in  
7 particular would be work product and that would be  
8 something that we would need to claw-back. If you  
9 like, I'll allow questioning on it with that  
01:37 10 preservation.

11 MR. LAU: Sure, that would be great.

12 MR. SMITH: If you want to go off the  
13 record, that would be good as well. It might clear  
14 up some questions.

01:37 15 Q. BY MR. LAU: Ms. Fields, look at the --  
16 there's a column -- a major column with three  
17 columns under it entitled "LCD" on the left-hand  
18 side.

19 Do you see that?

01:37 20 A. Yes.

21 Q. The information represented there, what is  
22 it?

23 A. These were models that we were trying to  
24 determine what they were, what type of technology  
01:38 25 they were.

1 Q. I see. Did you ultimately conclude that  
2 the information reflected in this major column were  
3 all LCD products?

4 A. Oh, on the first block?

01:38 5 Q. Correct.

6 A. I believe that was the conclusion we came  
7 to.

8 Q. How about the second block entitled "CRT,"  
9 what does that represent?

01:38 10 A. That represents models, and this wasn't a  
11 complete list. This was just either models we  
12 didn't have a product code on and I was asked to  
13 look it up and determine what category or  
14 classification they would be.

01:38 15 Q. Okay. How about the next block entitled  
16 "Please Verify Whether VCR or TV/VCR Combo," what  
17 does that represent?

18 A. Those were video products that we weren't  
19 trying to determine if they contained or if they  
01:39 20 were stand-alone VCRs.

21 Q. How about the final block, "Please Verify  
22 That These Are CRT," what does that represent?

23 A. It represents models that appear to be  
24 monitors. They are labeled as monitored, but may  
01:39 25 have contained CRT technology.

1 Sorry. Maybe I do need a tissue.

2 MR. SMITH: Can we go off the record for a  
3 minute?

4 MR. LAU: Yes, let's go off the record.

01:39 5 THE VIDEOGRAPHER: Going off the record.  
6 The time is 1:39 p.m.  
7 (Whereupon a recess was taken.)

8 THE VIDEOGRAPHER: On the record at 1:40  
9 p.m.

01:40 10 Q. BY MR. LAU: So Ms. Fields, for the  
11 transactional data on the other sheets, the 1998 to  
12 2003 sale that we have already discussed, the 2003  
13 to 2007 purchase that we will discuss as well as  
14 the 2002-2007 sale that we will discuss, would it  
01:41 15 be fair for me to conclude that the information  
16 contained therein is limited to products that  
17 contain a CRT?

18 MR. SMITH: Just object to the question on  
19 the grounds she doesn't have the full data set in  
01:41 20 front of her to review. To the extent you can  
21 answer.

22 MR. LAU: Let me rephrase the question.

23 Q. When -- Ms. Fields, you've testified that  
24 you assisted in gathering the transactional data  
01:41 25 that has been produced to the defendants in this

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1 case; is that correct?  
 2 A. Yes.  
 3 Q. And from your perspective, what you  
 4 gathered and what was ultimately produced to the  
 01:42 5 defendants is information that's limited to sales  
 6 transactions involving a CRT; is that correct?  
 7 A. If you'll notice, there are filters set at  
 8 the top.  
 9 Q. Yes.  
 01:42 10 A. I don't know if you noticed the arrows  
 11 along the top row.  
 12 Q. Which sheet are you looking at?  
 13 A. Both the 2003 to 2007 purchase and 2003 to  
 14 2007 sale.  
 01:42 15 The original data that I produced  
 16 contained everything and then it was filtered down  
 17 to contain CRT products.  
 18 Q. CRT products only; is that correct?  
 19 A. It depended on how the filters were set,  
 01:43 20 and this is a printout, so I can't determine that  
 21 from this sheet.  
 22 Q. When you make reference to arrows and  
 23 rows, where are you looking at?  
 24 A. They would be in Row 1, along the  
 01:43 25 headings.

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1 Q. Oh, I see.  
 2 A. It would be determined -- I mean, you'd  
 3 have to see how those filters were set. I can't  
 4 determine that from this sheet.  
 01:43 5 Q. Which column would have the filter that  
 6 would limit the information to products containing  
 7 a CRT?  
 8 A. That would have been on Sheet 2003 to 2007  
 9 Purchase.  
 01:43 10 Q. Yes.  
 11 A. It would have been Column F.  
 12 Q. Anything else?  
 13 A. And on the 2003 to 2007 Sale, it would  
 14 have been either Column C or E.  
 01:44 15 Q. For the first sheet, 1998 to 2003 Sale,  
 16 where would the filter have been?  
 17 A. That would have been in Column E or in  
 18 Column G.  
 19 Q. Thank you. Let's turn, please, to Sheet  
 01:45 20 4.  
 21 Ms. Fields, what's represented on this  
 22 sheet?  
 23 A. I am not quite sure. It appears to be J  
 24 numbers in Column A, year numbers or years in  
 01:45 25 Column B, and the extended price in Column C, but I

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1 am not sure what this is referencing here.  
 2 Q. Thank you. If you turn to the next page,  
 3 the next sheet, please, and this is the sheet  
 4 that's entitled "2003 to 2007 Purchase."  
 01:45 5 Do you see that?  
 6 A. Yes.  
 7 Q. What's represented on this sheet?  
 8 A. These are purchase transactions between  
 9 MARTA and the vendor. So they would be invoices  
 01:46 10 between the vendor and MARTA.  
 11 Q. It appears that several of these headings  
 12 are different than the columns from before. So  
 13 let's go column by column.  
 14 A. Okay.  
 01:46 15 Q. In the first column, A, "Entry Number,"  
 16 what does that represent?  
 17 A. That would be our system assigns an entry  
 18 number to each transaction. So it would be a  
 19 system-generated number.  
 01:46 20 Q. Does it have any meaning different from  
 21 the J number?  
 22 A. Yes. There would have been a J number in  
 23 addition to this transaction number.  
 24 Q. Did MARTA ever use the entry number to  
 01:47 25 track purchases that it had made from vendors?

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1 A. Not to my knowledge, not the entry number.  
 2 Q. Okay. Was it really the J number that had  
 3 the significance in terms of being the unique  
 4 identifier for each purchase and sale?  
 01:47 5 A. The J number and the manufacturer invoice  
 6 were the two unique numbers.  
 7 Q. Thank you. What about the next column,  
 8 "Posting Date," what does that represent?  
 9 A. That would have been the date that we  
 01:47 10 posted the invoice into our system, or processed  
 11 it.  
 12 Q. What about the next column, "Document  
 13 Date," what does that represent?  
 14 A. That would represent the actual date  
 01:47 15 listed on the manufacturer/vendor invoice number --  
 16 or invoice.  
 17 Q. What about the next column, "Item Number,"  
 18 what does that represent?  
 19 A. That would be the vendor model or SKU  
 01:48 20 number for each product.  
 21 Q. How about the next column, "Source  
 22 Number," what does that represent?  
 23 A. That would represent the manufacturer or  
 24 vendor account number.  
 01:48 25 Q. And does there exist a decoder that



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1 corresponds the source number with the specific  
 2 vendor?  
 3 A. Yes.  
 4 Q. How about the next column, there's some  
 01:48 5 abbreviations, why don't you tell me what that  
 6 represents?  
 7 A. That would be the general product posting  
 8 group.  
 9 Q. And what does that represent?  
 01:49 10 A. That was the new classification system  
 11 that we created to categorize products on our new  
 12 server.  
 13 Q. What's the significance of this new  
 14 classification system?  
 01:49 15 A. It was more detailed, actually classified  
 16 by technology type rather than just whether it was  
 17 lower -- it classified not only the technology, but  
 18 the size and the -- size and -- I guess that would  
 19 mainly be it, the technology used and the size.  
 01:49 20 Q. When you say "technology used," what does  
 21 that mean?  
 22 A. Whether it was an analog or CRT  
 23 television, whether it was digital, whether it was  
 24 plasma, LCD, LED.  
 01:50 25 Q. Did this classification system distinguish

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1 between higher-quality products and lower-quality  
 2 products?  
 3 A. No.  
 4 Q. Does there exist a decoder that explains  
 01:50 5 this classification system?  
 6 A. Yes.  
 7 Q. Does that decoder exist today?  
 8 A. Yes.  
 9 Q. How about the next column, G, "Project  
 01:50 10 Code," what does that represent?  
 11 A. That is basically the same as Column E.  
 12 It's the vendor number or the manufacturer --  
 13 MARTA's account number for the vendor or  
 14 manufacturer.  
 01:50 15 Q. Does it have any meaning different than  
 16 Column E, "Source Number"?  
 17 A. No, they should be identical.  
 18 Q. What about Column H, "Description," what  
 19 does that represent?  
 01:51 20 A. Oh, that would have been the actual  
 21 verbiage for that, the general product posting  
 22 code.  
 23 Q. When you say "verbiage," what does that  
 24 mean?  
 01:51 25 A. It would have stated something like, for

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1 example, for the first one, first entry, Line Item  
 2 2, the product code is BTA280. That would have  
 3 stood for brown goods television analog, and then I  
 4 am not -- I can't remember how the numbers go. I'd  
 01:51 5 have to look at the decoder, but typically those  
 6 last few numbers would tell you a size range of the  
 7 television product, or the product.  
 8 Q. Okay. So the description would be,  
 9 perhaps, would it be an elaboration of the posting  
 01:52 10 group?  
 11 A. Yes, or the posting group would have been  
 12 an abbreviation of the -- so I get --  
 13 Q. Oh, I see. Should I expect to see a  
 14 description for every entry or just on certain  
 01:52 15 entries?  
 16 A. They all have a written description. I  
 17 don't know why they are not appearing here, but  
 18 they do have -- there's a description that  
 19 corresponds with that code.  
 01:52 20 Q. That should appear for every entry?  
 21 A. Yes, yes.  
 22 Q. Okay. Let's look at -- if you look at the  
 23 screen shot I've given you, you see the reference  
 24 for two entries, "Price Protection"?  
 01:52 25 A. Yes.

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1 Q. What's the significance of seeing "Price  
 2 Protection" listed in the description, what does  
 3 that mean to you?  
 4 A. I am not sure why that -- why that was  
 01:53 5 there. The data entry people in our billing  
 6 department have the ability to actually type in a  
 7 memo. So it looks like somebody typed that in. I  
 8 don't know why I can't determine that from this  
 9 sheet.  
 01:53 10 Q. When price protection would occur for a  
 11 given sale, how would that be recorded on MARTA's  
 12 books and records, if at all?  
 13 A. It would be recorded in -- I would say in  
 14 a lot of the cases, most cases, we would receive  
 01:54 15 one large credit from the vendor, and then we would  
 16 have to enter that credit, and then we would have  
 17 to break it down and determine how much MARTA kept  
 18 of that and then how much was paid back to the  
 19 member.  
 01:54 20 Q. Okay.  
 21 A. But then it was recorded as a credit on  
 22 the purchase side and a credit memo on the sales  
 23 side.  
 24 Q. I see. Why would it be the case that part  
 01:54 25 of the price protection would go to MARTA and part

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1 of it would be to the members? Can you explain  
2 that?  
3 A. Because we paid a different price than the  
4 member paid. We paid typically a lower price than  
01:54 5 the member. So part of that would have come back  
6 to us.  
7 Q. What's the difference between the price  
8 that MARTA paid and the price that the member paid,  
9 what would be the difference between those two  
01:55 10 prices?  
11 MS. KERN: Vague and ambiguous.  
12 THE WITNESS: That would vary greatly.  
13 You would have to ask me specific examples.  
14 Q. BY MR. LAU: Can you give me --  
01:55 15 A. That amount would vary greatly.  
16 Q. Based on what?  
17 A. I don't understand what you're asking.  
18 Q. Can you think of an example where MARTA  
19 paid one price, and a member paid a different  
01:55 20 price, can you think of any example in your mind of  
21 that ever occurring?  
22 A. Almost always.  
23 Q. And why, think of an example of why that  
24 would be the case?  
01:55 25 A. Because we weren't necessarily generating

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1 a profit. We were generating funds on each model  
2 that was sold. Am I not understanding your  
3 question?  
4 Q. Maybe we'll circle back on that topic.  
01:55 5 Let's go to the next column, Column I,  
6 "Invoiced Quantity," what does that represent?  
7 A. That represents the quantity that we are  
8 being invoiced for, not necessarily ordered, but  
9 being invoiced for.  
01:56 10 Q. What about the next column, J, "Unit  
11 Cost," what does that represent?  
12 A. That would be the per unit cost for the  
13 specific model.  
14 Q. And how about amount, what does that  
01:56 15 represent?  
16 A. That appears to be the quantity times the  
17 per unit cost.  
18 Q. Going to the final page, and it is a sheet  
19 entitled "2003 to 2007 Sale."  
01:56 20 Do you see that?  
21 A. I do.  
22 Q. Okay. It looks like we have different  
23 columns here that we haven't discussed before, so  
24 let's go column by column, and I'd like for you to  
01:56 25 explain the meaning of each column.

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1 A. Okay.  
2 Q. So Column A, "Document Number," what does  
3 that represent?  
4 A. That appears to be mislabeled because the  
01:57 5 numbers that are listed there are actually -- they  
6 appear to be a member account number. That does  
7 not appear to be a document number.  
8 Q. What about "B Number," what does that  
9 mean?  
01:57 10 A. That would be the model or SKU number,  
11 specific -- the vendor's product, SKU number.  
12 Q. What about C, "Posting Group," what does  
13 that represent?  
14 A. That was the classification or category  
01:57 15 that described or classified the product, and that  
16 was a MARTA number.  
17 Q. Is that the same column for the general  
18 posting product group we saw on the 2003 to 2007  
19 Purchase?  
01:58 20 A. Yes.  
21 Q. What about "Shipping Date," what does that  
22 represent?  
23 A. I believe that is the date that the  
24 product was actually shipped.  
01:58 25 Q. Shipped from the vendor to the member,

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1 correct?  
2 A. Yes, yes.  
3 Q. Other than opportunity buys, would there  
4 be any instant where the shipment would occur from  
01:58 5 the vendor to MARTA itself?  
6 A. Not to my knowledge.  
7 Q. How about the next column, "Description,"  
8 what does that stand for?  
9 A. That would have been the corresponding  
01:59 10 description to Column C, the posting group.  
11 Q. And "Quantity," what does that represent,  
12 Column F?  
13 A. Yes, I am just making sure. It appears to  
14 be the quantity that were being invoiced, or that  
01:59 15 we're invoicing our member for.  
16 Q. What about "Unit Cost," what does that  
17 represent?  
18 A. That would represent the actual cost per  
19 unit that we were invoicing to our member.  
01:59 20 Q. And how about "Amount," what does "Amount"  
21 represent?  
22 A. Amount would be the unit cost multiplied  
23 by the quantity.  
24 Q. On Column I, what does Column I stand for?  
02:00 25 A. Column I would be the -- it was a general



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1 generated by our system. I am not quite sure if it  
 2 was the same as the entry number, but it was a  
 3 system-generated number by MARTA.  
 4 Q. What does the description, there's an  
 02:00 5 abbreviation, what do you think that stands for, if  
 6 you know?  
 7 A. You mean "Applies to Item Entry"?  
 8 Q. Yes, is that what it stands for?  
 9 A. Yes, that's what it stands for, "Applies  
 02:00 10 to Item Entry," sorry.  
 11 Q. Okay. And other than your understanding  
 12 that it was a system-generated number by MARTA, do  
 13 you know what that system number was used for?  
 14 A. It would have been used to link the two  
 02:01 15 sides, the purchase side and the sales side, but I  
 16 really don't know. We typically did not use that  
 17 number for anything in our -- any type of reference  
 18 in our daily transactions.  
 19 Q. Does there exist a decoder that explains  
 02:01 20 the meaning of the numbers in this column?  
 21 A. That would have to come from division.  
 22 Possibly, but I am not aware of it existing already  
 23 to date. It may exist somewhere within the  
 24 program.  
 02:01 25 Q. But you have never seen such a decoder

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1 yourself; is that correct?  
 2 A. Correct.  
 3 Q. How about the next column, "Project Code,"  
 4 what does that stand for?  
 02:01 5 A. That is once again the manufacturer/vendor  
 6 number that MARTA assigned to each vendor.  
 7 Q. How about K, "Unit Holdback Amount," what  
 8 does that represent?  
 9 A. That would be the difference between the  
 02:02 10 -- what we paid the vendor and what we billed the  
 11 dealer.  
 12 Q. How about Column L, "Unit Deduct A  
 13 Amount," what does that represent?  
 14 A. That would have been a discount, a column  
 02:02 15 that contained any discount for that particular  
 16 vendor on that particular product at that  
 17 particular time.  
 18 Q. How would that discount -- well, I will  
 19 circle back.  
 02:02 20 How about M, what is "Unit Deduct B  
 21 Amount," what does that stand for?  
 22 A. That was a discount that also was deducted  
 23 from the invoice from paying the vendor.  
 24 Q. How about Column N, "Unit Deduct C  
 02:03 25 Amount," what does that represent?

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1 A. That would have been the same type of --  
 2 if there was a discount, it would have been listed  
 3 in one of those three columns.  
 4 Q. Would that be a discount --  
 02:03 5 A. From the -- from the vendor to MARTA.  
 6 Q. So am I correct in understanding that all  
 7 of the discounts listed here in "Unit Deduct A,"  
 8 "Unit Deduct B," "Unit Deduct C," these all  
 9 represent a type of discount that the vendor gave  
 02:03 10 to MARTA; is that correct?  
 11 A. Yes.  
 12 Q. Now, did MARTA pass along any or all of  
 13 that discount to its members?  
 14 MR. SMITH: Objection; vague.  
 02:04 15 Q. BY MR. LAU: You understand my question,  
 16 Ms. Fields?  
 17 A. Yes. I am just thinking about this.  
 18 MS. KERN: Objection; lacks foundation.  
 19 THE WITNESS: Part of it was passed along.  
 02:04 20 Q. BY MR. LAU: Okay. Was there a formula  
 21 that was used to determine what part would be  
 22 passed along from MARTA to the members?  
 23 A. Well, if there was admin charges or  
 24 central billing discounts that we were given, that  
 02:04 25 would not have been passed along, but typically any

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1 other discounts would have been passed along. I  
 2 don't know if there's a specific formula, though.  
 3 I don't believe anything exists such as a formula.  
 4 Q. Can you think of anyone either currently  
 02:05 5 or formerly employed by MARTA who would have a  
 6 better understanding than you as to whether these  
 7 discounts were passed along to the members, and if  
 8 so, what formula would be used?  
 9 A. Yes, probably Warren would be a good  
 02:05 10 person.  
 11 Q. That's Warren Mann?  
 12 A. Warren Mann, sorry, thank you.  
 13 MS. KERN: Could you spell that for me,  
 14 please?  
 02:05 15 THE WITNESS: It's W-a-r-r-e-n, and the  
 16 last name is Mann, M-a-n-n.  
 17 MS. KERN: Thank you.  
 18 THE WITNESS: You're welcome.  
 19 Q. BY MR. LAU: Ms. Fields, sitting here  
 02:05 20 today, can you recall why certain discounts would  
 21 fall under the A column versus the B column versus  
 22 the C column?  
 23 A. Yes, that was typically the discount that  
 24 classified the type of discount.  
 02:06 25 Q. So how does an A discount differ from a B

1 or C discount?

2 A. An A discount was typically a special

3 pricing allowance. I can really only recall maybe

4 one vendor that used that column, but discount unit

02:06 5 deduct B was typically our terms and/or

6 administrative discount, and honestly I don't

7 recall what C stood for, but it was not used a

8 whole lot. It may have been like an advertising or

9 coop discount.

02:06 10 Q. Now, for A, you said that represented a

11 special pricing allowance, correct?

12 A. Correct.

13 Q. And what does that mean?

14 A. I don't know how it was generated, but it

02:07 15 was something that was negotiated that we would be

16 allowed to take. I don't know if it would be a

17 percentage or an amount.

18 Q. A negotiation between who and whom?

19 A. MARTA and the vendor.

02:07 20 Q. Okay. How about B, the terms or

21 administrative discount, what does that represent?

22 A. That would represent an early pay

23 discount, if we paid within the terms we could

24 deduct whatever the specified amount was, or agreed

02:07 25 upon amount was, and any admin discount that they

1 were giving us was also in that deduct B column.

2 Q. When you say "admin discount," what does

3 that mean?

4 A. That means it was basically a fee for

02:07 5 doing the billing.

6 Q. So this would be earlier we discussed

7 about of an administrative fee that vendors paid of

8 1 to 2 percent. That's the administrative fee that

9 would be recorded in Column B; is that correct?

02:08 10 A. Yes.

11 Q. Okay. Thank you. Let's talk -- let's

12 talk about holdbacks for a few minutes.

13 Do you have an understanding as to the

14 meaning of the word "holdback" as it was used by

02:09 15 MARTA?

16 A. Yes, generally.

17 Q. And what does that term mean to you?

18 A. To me it represents the difference between

19 what MARTA paid the vendor and what we charged our

02:09 20 members.

21 Q. And sometimes these holdbacks were

22 sometimes positive, correct?

23 A. Correct.

24 Q. And sometimes these holdbacks were

02:09 25 negative, correct?

1 A. Correct.

2 Q. And sometimes the holdback would equal

3 zero; is that correct?

4 A. I think apparently it did, but I don't

02:09 5 think very often that they would be zero.

6 Q. So when a transaction has a negative

7 holdback, that means that the member is paying more

8 than MARTA, correct?

9 A. Correct.

02:10 10 Q. When the transaction has a positive

11 holdback, that means the member is paying less than

12 MARTA, correct?

13 A. Correct.

14 Q. How were holdbacks determined?

02:10 15 MR. SMITH: Objection; lack of foundation.

16 THE WITNESS: That typically was not in my

17 responsibility. I would just be given pricing

18 after those amounts were determined.

19 Q. BY MR. LAU: Who at MARTA, either a

02:10 20 current employee or former employee, would have a

21 better understanding of how these holdbacks were

22 determined?

23 A. Probably Warren Mann.

24 MR. LAU: Mr. Smith, I am sort of between

02:11 25 topics. We have been going for about 55 minutes.

1 Maybe now is a good time to take a break, maybe

2 another ten minutes.

3 MR. SMITH: That's fine. Does ten minutes

4 sound good to you?

02:11 5 THE WITNESS: That's perfect.

6 THE VIDEOGRAPHER: This is the conclusion

7 of Videotape No. 2 in the continuing deposition of

8 Aimee L. Fields. We are off the record at 2:11

9 p.m.

02:24 10 (Whereupon a recess was taken.)

11 THE VIDEOGRAPHER: This is the beginning

12 of Tape No. 3 in the continuing videotaped

13 deposition of Aimee L. Fields. On record at 2:24

14 p.m.

02:25 15 Q. BY MR. LAU: Ms. Fields, based on your

16 recollection and perceptions, did MARTA have any

17 competitors in the marketplace?

18 A. From my perspective, probably other buying

19 groups are our organization's main competitor.

02:25 20 Q. Who would those other buying groups be?

21 A. Nationwide was our major competitor.

22 Q. Can you think of any other competitors

23 from MARTA's perspective?

24 A. From MARTA, not its members, correct?

02:25 25 Q. Yeah, we are just talking about MARTA now.

## Page 131

1 A. Okay. I just recall Nationwide, maybe  
 2 NATM.  
 3 Q. Can you spell that for us?  
 4 A. I think it was N-A-D-M -- or N-A-T-M,  
 02:26 5 sorry, NATM.  
 6 Q. And do you know what N-A-T-M stands for,  
 7 if you know?  
 8 A. I don't.  
 9 Q. Okay. Based on your recollection and  
 02:26 10 perceptions, did MARTA's members have any  
 11 competitors?  
 12 A. Yes.  
 13 Q. Who were those competitors?  
 14 A. Generally they would have been the big-box  
 02:26 15 stores.  
 16 Q. Can you give me some examples, please?  
 17 A. Sure. Best Buy, Circuit City, Sears, as  
 18 well as other -- other larger stores that may have  
 19 been in their area. They may not have been chain  
 02:27 20 stores, but larger retailers in their area would  
 21 have also been considered competitors.  
 22 Q. When you say "their area," are you  
 23 referring to the geographic area of a specific  
 24 member; is that correct?  
 02:27 25 A. Correct.

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1 Q. Okay. Other than big-box stores, did  
 2 MARTA's members have any competitors that you're  
 3 aware of?  
 4 A. Just other large retailers. Not  
 02:27 5 necessarily large, but retailers in their direct  
 6 area.  
 7 Q. Part of MARTA's business model was to  
 8 monitor the pricing of its members' competitors,  
 9 correct?  
 02:27 10 MR. SMITH: Objection; lack of foundation,  
 11 vague.  
 12 THE WITNESS: Wait a minute. Can you  
 13 repeat that?  
 14 Q. BY MR. LAU: Part of MARTA's business  
 02:27 15 model was to monitor the prices of the members'  
 16 competitors, correct?  
 17 MR. SMITH: Same objection.  
 18 THE WITNESS: It was to make -- yes, I  
 19 suppose they would be doing that to make sure we  
 02:28 20 stayed competitive, our members stayed competitive.  
 21 Q. BY MR. LAU: And why was it important for  
 22 the members to stay competitive, why did they need  
 23 to know what their competitors were pricing at?  
 24 MR. SMITH: Objection; lack of foundation,  
 02:28 25 mischaracterizes the testimony.

## Page 133

1 THE WITNESS: I don't really know because  
 2 that wasn't something I was responsible for.  
 3 Q. BY MR. LAU: Can you go to your stack of  
 4 exhibits and pull out Exhibit 3248? This is the  
 02:28 5 document titled "MARTA Overview."  
 6 A. Okay.  
 7 Q. Turn to Page 12, please. And this is a  
 8 page that's titled on top "Electronics  
 9 Merchandising Approach."  
 02:29 10 Do you see that page?  
 11 A. Yes.  
 12 Q. Look at the third bullet point which reads  
 13 as follows:  
 14 "MARTA focuses upon Best Buy as its  
 02:29 15 primary competitor; dealers  
 16 effectively fighting them generally  
 17 compete well against Circuit City and  
 18 strong regional independents."  
 19 Now, this is consistent with your  
 02:29 20 recollection that the big-box stores were the main  
 21 competitors that the members had, correct?  
 22 A. Correct. And not just our members, all  
 23 independents, all independent retailers.  
 24 Q. And turn to Page 14, please, and this is a  
 02:29 25 page titled "MARTA's 2004 Year-to-Date Review."

## Page 134

1 Now, look at the third bullet point that  
 2 says:  
 3 "MARTA improved its capability  
 4 through," and then a few bullet points  
 02:30 5 down it says: "Shared shopping  
 6 reports and early competitive ad  
 7 information."  
 8 Do you see that?  
 9 A. Yes.  
 02:30 10 Q. And this is a fair characterization about  
 11 how MARTA was monitoring the members' competitors;  
 12 isn't that correct?  
 13 MR. SMITH: Objection; lack of foundation,  
 14 vague.  
 02:30 15 THE WITNESS: Yes, yes, I suppose so.  
 16 Q. BY MR. LAU: You've heard of sharing  
 17 shopping reports before, haven't you?  
 18 A. I have heard of shopping reports.  
 19 Q. And what is --  
 02:31 20 A. I don't know what "shared" means.  
 21 Q. From your perspective, what do "shopping  
 22 reports" mean?  
 23 A. Basically to go out and research pricing  
 24 of similar models possibly, or the exact models,  
 02:31 25 and see what it's being sold at in the marketplace.

1 Q. And this was a service that MARTA provided  
2 its members, correct?

3 MR. SMITH: Objection; lack of foundation.

4 THE WITNESS: I think so.

02:31 5 Q. BY MR. LAU: Do you recall instances where  
6 shopping reports were prepared at MARTA?

7 A. I have heard the term, and I know that  
8 they did exist, such a thing as a shopping report.  
9 I wasn't involved myself at all in doing shopping  
02:31 10 reports or preparing them. So I --

11 Q. You have seen shopping reports before,  
12 correct?

13 A. Yes, yes.

14 MR. SMITH: Had you finished your previous  
02:31 15 answer? Sounds like you might have gotten cut off.

16 THE WITNESS: My previous answer just was  
17 I wasn't involved in doing them or preparing them  
18 at any time, but I have heard of them. That was my  
19 answer.

02:32 20 Q. BY MR. LAU: And you have actually seen  
21 these shopping reports before, correct?

22 A. I am sure I have seen them before in a  
23 bulletin book, but like I said, I didn't see them  
24 on a regular basis.

02:32 25 Q. What type of information do you recall

1 seeing on these shopping reports?

2 A. Honestly, like I said, this would have  
3 been ten-plus years ago. I wasn't involved in it.  
4 So if I did see them -- and I am sure I did see  
02:32 5 them -- it just wasn't on a regular basis. That  
6 was not in my job title or job duties.

7 Q. But these shopping reports would include  
8 prices of the members' competitors, correct?

9 MR. SMITH: Objection; lack of foundation,  
02:33 10 asked and answered.

11 THE WITNESS: Honestly, I don't know. I  
12 do not -- I didn't deal with them on a regular  
13 basis where I would recall that type of  
14 information.

02:33 15 Q. BY MR. LAU: Let's go back to Page 14.  
16 That bullet point that we looked at that made  
17 reference to shopping reports, it also says at the  
18 end, "early competitive ad information."

19 Do you see that phrase?

02:33 20 A. Yes.

21 Q. Have you seen that phrase before or heard  
22 of that phrase before?

23 A. No.

24 Q. Do you know what an early competitive ad  
02:33 25 information, do you know what that refers to?

1 A. I would think like on Black Friday there's  
2 websites that put out the ads before they actually  
3 come out, but that's what I'm thinking, but I don't  
4 know what it means in this context here, no, I do  
02:33 5 not. I have not really heard that term at MARTA  
6 before.

7 Q. Who at MARTA was responsible for  
8 monitoring the prices of the members' competitors?

9 MR. SMITH: Objection; lack of foundation.

02:33 10 THE WITNESS: If I had to guess, I would  
11 say Warren and Bill would be the two people that  
12 handled that.

13 MR. LAU: I am going to hand an exhibit  
14 that's already been marked as Exhibit 2496, and  
02:34 15 this is a string of emails dated November 3, 2005,  
16 from Bill Bursley to Warren Mann and Jeff Sokol,  
17 and the Bates number is CRT-MARTA-0033521 to 2.  
18 Please take a moment to review this document.  
19 (Previously marked Exhibit No. 2496 for  
02:35 20 identification.)

21 THE WITNESS: Okay.

22 Q. BY MR. LAU: Do you recognize this  
23 document, Ms. Fields?

24 A. No, I mean, I have never seen it before,  
02:37 25 but I recall.

1 Q. Do you see on the subject line it says  
2 "MARTA Bulletin," do you see that phrase?

3 A. Yes.

4 Q. What is a MARTA bulletin?

02:37 5 A. It's a communication that was sent from  
6 the MARTA office to members typically.

7 Q. Okay. If you look on the second page,  
8 take a look at the second full paragraph that  
9 begins "In order to."

02:38 10 Do you see that paragraph?

11 A. Yes.

12 Q. The first sentence reads:  
13 "In order to ascertain the actual  
14 situation, MARTA requests all Toshiba  
02:38 15 dealers shop at least one Best Buy  
16 store over the next few days."

17 Do you see that?

18 A. Yes.

19 Q. Does seeing that sentence refresh your  
02:38 20 recollection that at times MARTA would ask its  
21 members to investigate prices at competitors such  
22 as Best Buy?

23 MR. SMITH: Objection; lack of foundation.

24 THE WITNESS: I don't think this was  
02:38 25 regular practice.

1 Q. BY MR. LAU: But it occurred from time to  
2 time, didn't it?  
3 MR. SMITH: Objection; lack of foundation.  
4 THE WITNESS: I don't -- I wasn't really  
02:39 5 involved in this type of work within MARTA.  
6 Q. BY MR. LAU: But others at MARTA were  
7 involved in this type of work, correct?  
8 MR. SMITH: Objection; lack of foundation.  
9 THE WITNESS: The only two I recall is  
02:39 10 Warren and Bill.  
11 Q. BY MR. LAU: And what would Warren and  
12 Bill do with respect to this issue, would they  
13 instruct or request members to shop at competitors  
14 of Best Buy to ascertain their prices?  
02:39 15 MR. SMITH: Objection; compound, lack of  
16 foundation.  
17 THE WITNESS: No, what I recall is them  
18 going and checking prices, but not members, but  
19 that's -- doesn't ring any bells with me at all.  
02:39 20 Q. BY MR. LAU: So you --  
21 A. I don't recall members being asked to do  
22 that.  
23 Q. But you would recall Mr. Mann going to  
24 competitors such as Best Buy to figure out what  
02:39 25 their prices were, correct?

1 A. I can't recall specific situation, but  
2 that's what I understood a shopping report to be.  
3 Q. And you understood that Mr. Mann was  
4 involved in those type of shopping reports,  
02:40 5 correct?  
6 A. A brief -- I just briefly recall that,  
7 yes.  
8 Q. And you recall that Bill would do similar  
9 sorts of work, correct?  
02:40 10 MR. SMITH: Objection; vague.  
11 THE WITNESS: I know that those two were  
12 involved in it. I don't know what they did or how  
13 they went about it, but I do recall that those were  
14 the two people that were involved in that type of  
02:40 15 work within MARTA.  
16 Q. BY MR. LAU: And when you say "Bill," that  
17 refers to Bill Bursley, correct?  
18 A. Correct.  
19 Q. And what was Mr. Bursley's title at MARTA?  
02:40 20 A. General manager.  
21 Q. Why do you think Mr. Mann and Mr. Bursley  
22 would be at all concerned about the prices that  
23 Best Buy would set?  
24 MR. SMITH: Objection; lack of foundation,  
02:41 25 calls for speculation.

1 MS. KERN: Calls for speculation.  
2 THE WITNESS: I mean, if I had to guess if  
3 you're asking me to speculate --  
4 MR. SMITH: Don't speculate. If you know  
02:41 5 the answer to his question.  
6 THE WITNESS: I don't know the answer.  
7 Q. BY MR. LAU: What's your understanding as  
8 to what they were up to?  
9 MR. SMITH: Objection; vague and  
02:41 10 ambiguous, calls for speculation.  
11 THE WITNESS: Repeat the question.  
12 Q. BY MR. LAU: What is your understanding as  
13 to why Mr. Mann and Mr. Bursley, why they would  
14 shop -- do shopping trips at Best Buy to ascertain  
02:41 15 their prices, why do you think they would be  
16 interested in that?  
17 MR. SMITH: Same objections.  
18 THE WITNESS: I would -- I mean, I am  
19 guessing when I say that --  
02:41 20 MR. SMITH: Don't speculate. If you know  
21 the answer to his question, if you have an  
22 understanding. If you don't know, you don't have  
23 to speculate. Don't do that.  
24 THE WITNESS: I don't know for certain.  
02:41 25 Q. BY MR. LAU: How long have you worked at

1 MARTA?  
2 A. For 17 years.  
3 Q. And you understand during that 17-year  
4 period that working with the members, that the  
02:42 5 members care about what the big-box stores sold  
6 merchandise for, right, they cared about those  
7 issues, right?  
8 MR. SMITH: Objection; vague.  
9 THE WITNESS: Along with many other  
02:42 10 issues, yes.  
11 Q. BY MR. LAU: So understanding what the  
12 prices competitors were setting would be very  
13 helpful from the members' perspective; isn't that  
14 true?  
02:42 15 MR. SMITH: Objection; vague, lack of  
16 foundation.  
17 THE WITNESS: I think it would be mainly  
18 to make sure that we -- yeah, we were not being  
19 charged something exorbitantly higher than what  
02:42 20 competitors were. That's my guess, though. I  
21 mean, I know I shouldn't guess, but that's what I  
22 would assume after working for MARTA for 17 years.  
23 MR. LAU: Let's mark another exhibit. I  
24 want to -- I am going to hand out a document that  
02:43 25 has the Bates No. CRT-MARTA-0016440. It is a

1 string of emails. At the top that's an email from  
 2 Aimee Fields to Bob Thompson dated November 30th,  
 3 2006.  
 4 (Reporter marked Exhibit No. 3250 for  
 02:43 5 identification.)  
 6 Q. BY MR. LAU: Please review this document  
 7 and let me know once you've had a chance to do so.  
 8 A. I have reviewed it.  
 9 Q. Ms. Fields, do you recognize this  
 02:44 10 document?  
 11 A. I do.  
 12 Q. And what is this document?  
 13 A. Appears to me it was an email, several  
 14 emails, one being a members' email to myself with a  
 02:45 15 concern, and then a follow-up email from myself to  
 16 my boss, or the director, Bob Thompson, explaining  
 17 -- basically forwarding the email and passing along  
 18 information that was received in our office.  
 19 Q. Was this email generated by MARTA or  
 02:45 20 received by MARTA in the normal course of its  
 21 business?  
 22 MR. SMITH: Are you referring to the  
 23 entire email chain or portions of it?  
 24 MR. LAU: Yes, yes, I am, the entire email  
 02:45 25 chain.

1 THE WITNESS: Okay. Do you mind if I  
 2 break it down?  
 3 Q. BY MR. LAU: Sure, that's fine.  
 4 A. The first or the last attachment in the  
 02:45 5 back dated November 20th is a normal bulletin that  
 6 would go out from MARTA to its dealers in the  
 7 normal course of business.  
 8 Q. What about the next email?  
 9 A. The next email would be a member stating  
 02:46 10 its concerns to the MARTA headquarters office, and  
 11 that would be in the normal course of business.  
 12 Q. Okay. What about the next email chain?  
 13 A. It would be me, yes, seeking assistance  
 14 from my boss on how to handle a situation.  
 02:46 15 Q. Did MARTA rely upon this email in the  
 16 normal course of its business?  
 17 MR. SMITH: Objection; lack of foundation.  
 18 THE WITNESS: I don't understand when  
 19 you're saying that, rely on it.  
 02:46 20 Q. BY MR. LAU: Let me ask a different  
 21 question. Let me ask a different question.  
 22 Do you have any reason to believe that the  
 23 contents of this email is inaccurate?  
 24 A. No.  
 02:46 25 Q. Do you have any reason to believe that the

1 contents of this email are incomplete?  
 2 A. No.  
 3 Q. Let's look on the bottom of Page 1, the  
 4 email that Mike McCulloch sent to you on November  
 02:47 5 30th, 2006.  
 6 Do you see that?  
 7 A. Yes.  
 8 Q. In your own words, what do you think  
 9 Mr. McCulloch was trying to convey to you, what do  
 02:47 10 you think he was trying to communicate to you?  
 11 MR. SMITH: Objection; irrelevant, calls  
 12 for speculation.  
 13 THE WITNESS: To me it appears he's  
 14 seeking a type of price protection.  
 02:47 15 Q. BY MR. LAU: And that's because he's  
 16 discovered that the cost of a particular product  
 17 is, as he states in this email, is 2394, but that  
 18 HH Gregg was selling the merchandise -- same unit  
 19 for 2399, correct?  
 02:47 20 A. Correct.  
 21 MR. SMITH: Objection; calls for  
 22 speculation, lack of foundation, irrelevant.  
 23 Q. BY MR. LAU: Now, Mr. McCulloch worked for  
 24 a company called Charlie Wilsons, correct?  
 02:48 25 A. Correct.

1 Q. Charlie Wilsons was a member of MARTA,  
 2 correct?  
 3 A. Correct.  
 4 Q. And when you received this email, were you  
 02:48 5 under the impression that Mr. McCulloch was  
 6 concerned about the price that he was obtaining  
 7 merchandise from MARTA versus the price he was  
 8 obtaining -- that similar merchandise could be  
 9 obtained at HH Gregg?  
 02:48 10 MR. SMITH: Objection; calls for  
 11 speculation, irrelevant.  
 12 THE WITNESS: To me it appears that he was  
 13 concerned about the price he had already paid for  
 14 the merchandise versus what it was being sold at at  
 02:49 15 HH Gregg.  
 16 Q. BY MR. LAU: Okay. We talked earlier  
 17 about shopping reports that you believe that Mr.  
 18 Mann or Mr. Bursley may have had something to do  
 19 with, right?  
 02:49 20 A. Correct.  
 21 Q. Isn't that the reason why they were  
 22 engaged in doing shopping reports, is to ensure  
 23 that members of MARTA could obtain a competitive  
 24 price from MARTA as opposed to a price that's not  
 02:49 25 competitive?



1 MR. SMITH: Objection; vague and  
2 ambiguous.  
3 MS. KERN: Speculation.  
4 MR. SMITH: Lack of foundation. Calls for  
02:49 5 speculation.  
6 THE WITNESS: I don't know the answer to  
7 that, but -- so I would not feel comfortable  
8 answering that.  
9 Q. BY MR. LAU: Okay. Was HH Gregg a  
02:49 10 competitor of MARTA's members?  
11 MR. SMITH: Objection; lack of foundation.  
12 THE WITNESS: It would have been a  
13 competitor to some of our members.  
14 Q. BY MR. LAU: Okay. Are you aware of any  
02:50 15 way that MARTA was monitoring the prices of its  
16 members' competitors?  
17 MR. SMITH: Objection; vague, asked and  
18 answered.  
19 THE WITNESS: I mean, it could have been  
02:50 20 done through advertisements, Sunday papers,  
21 shopping reports. That's the only things that come  
22 to mind for me.  
23 Q. BY MR. LAU: Not in terms of guessing,  
24 within terms of what do you recall over your 17  
02:50 25 years of experience working at MARTA, and you have

1 had a number of different positions at MARTA  
2 culminating in your front office position as  
3 manager, when you think about that over the course  
4 of your 17-year career, can you think of instances  
02:51 5 where MARTA took steps to monitor the prices set by  
6 the members' competitors, like Best Buy and like  
7 the big-box stores?  
8 MR. SMITH: Objection; vague, asked and  
9 answered.  
02:51 10 THE WITNESS: Just as I stated before, the  
11 only two circumstances I can recall is through  
12 newspaper advertisements or, you know, what I  
13 believe to be shopping reports. We call them  
14 shopping reports.  
02:51 15 Q. BY MR. LAU: And as we sit here today, you  
16 specifically recall shopping reports and monitoring  
17 advertisements as methods that MARTA used to  
18 monitor the competition? Do you have that  
19 recollection today? You do, don't you?  
02:51 20 MR. SMITH: Objection; asked and answered,  
21 argumentative.  
22 THE WITNESS: Hold on. Those are the only  
23 situations I can recall that were used to monitor  
24 our prices to make sure that we were still  
02:52 25 competitive.

1 Q. BY MR. LAU: And these were regular  
2 practices, correct?  
3 MR. SMITH: Objection; lack of foundation,  
4 vague.  
02:52 5 THE WITNESS: I wasn't involved in doing  
6 them, so I don't know how often they were done.  
7 MR. SMITH: Make sure you give me a chance  
8 to make my full objection. Thank you.  
9 Q. BY MR. LAU: How often do you recall  
02:52 10 hearing about shopping reports and monitoring of  
11 advertisements?  
12 MR. SMITH: Objection; compound.  
13 Q. BY MR. LAU: Let's break it down. How  
14 often do you recall shopping reports occurring?  
02:52 15 A. Not very often. Maybe since it wasn't  
16 something I was involved in, I would say maybe  
17 three to four times a year, even hearing about them  
18 or -- that would be -- that would be my best.  
19 Q. And how about monitoring advertisements of  
02:52 20 competitors, how often from your recollection as  
21 you sit here today, how often of an occurrence was  
22 that?  
23 A. Maybe monthly. I just don't know. I  
24 don't know the answer.  
02:53 25 Q. Just in terms of what you remember today,

1 what do you remember? Do you remember monthly,  
2 more?  
3 A. Monthly maybe eight to ten times a year.  
4 That's the best I can give you.  
02:53 5 Q. Were there any particular times of the  
6 year that monitoring the competition was more  
7 prevalent?  
8 MR. SMITH: Objection; vague and  
9 ambiguous, lack of foundation, calls for  
02:53 10 speculation.  
11 THE WITNESS: Black Friday.  
12 Q. BY MR. LAU: Why would that occur more  
13 often around Black Friday? What's the significance  
14 of that?  
02:53 15 A. That was typically one of our members' --  
16 our members' -- one of their larger times of year.  
17 They sold a lot during that time of year, right  
18 before Christmas, and it was a big shopping day.  
19 So it was important to make sure that they were  
02:53 20 competitive themselves.  
21 Q. Thank you.  
22 What is a trailing credit, Ms. Fields, if  
23 you know?  
24 A. It would be a credit that was issued after  
02:54 25 the invoice was typically received and paid for.

1 Q. Under what circumstances would trailing  
2 credit be issued?  
3 A. A volume rebate.  
4 Q. Any other instances?  
02:54 5 A. That's really the only main one I can  
6 think that comes to mind. Possibly price  
7 protection as well. Sorry.  
8 Q. Have you ever -- let me take a step back.  
9 During the relevant time period, remember  
02:55 10 this is the long period from 1995 to 2007, did you  
11 ever hear about a possible conspiracy in the CRT  
12 industry involving fixing prices?  
13 A. No.  
14 Q. When was the first time you heard that  
02:55 15 there might exist such a conspiracy in the CRT  
16 industry?  
17 MR. SMITH: Just want to instruct you,  
18 don't reveal the contents of anything that was  
19 communicated to you exclusively by your lawyers.  
02:56 20 If you learned anything independently after the  
21 engagement of your lawyers, you can testify about  
22 that, but don't disclose anything that was told to  
23 you by your lawyers alone.  
24 THE WITNESS: The question again?  
02:56 25 Q. BY MR. LAU: When was the first time you

1 heard that there might exist such a conspiracy in  
2 the CRT industry, at what point in time?  
3 A. Approximately I would say sometime around  
4 the summer maybe of 2010 was the first I heard of  
02:56 5 it.  
6 Q. And where did you hear this from?  
7 A. I guess I have a question --  
8 MR. SMITH: Do you have a question about  
9 privilege?  
02:57 10 THE WITNESS: Uh-huh.  
11 MR. SMITH: Can we go off the record to  
12 discuss the question about privilege?  
13 MR. LAU: Of course.  
14 MR. SMITH: Thank you.  
02:57 15 THE VIDEOGRAPHER: Off the record at 2:57  
16 p.m.  
17 (Whereupon a recess was taken.)  
18 THE VIDEOGRAPHER: On the record at 2:59  
19 p.m.  
02:59 20 Q. BY MR. LAU: So would you like me to  
21 restate the question?  
22 A. Yes, please.  
23 Q. Okay. When was the first time,  
24 Ms. Fields, you heard that there might exist a  
02:59 25 conspiracy in the CRT industry, at what point in

1 time?  
2 MR. SMITH: Object to that as asked and  
3 answered.  
4 THE WITNESS: It was approximately  
02:59 5 somewhere in the summer of 2010 is when I recall.  
6 Q. BY MR. LAU: And the next question is  
7 where did you hear that from?  
8 A. A conversation with Pat Jermyn.  
9 Q. And who is Pat Jermyn?  
03:00 10 A. He works for Class Action Refund.  
11 Q. And what is Class Action Refund?  
12 MR. SMITH: Objection; lack of foundation.  
13 THE WITNESS: I believe a group that  
14 handles class action cases.  
03:00 15 Q. BY MR. LAU: Okay. What was the nature of  
16 the conversation between you and Mr. Jermyn?  
17 A. I was on an unrelated telephone  
18 conversation to him, and he informed me that there  
19 was a case -- I don't know exactly how he put it,  
03:00 20 but there was a case coming up with CRT televisions  
21 involved.  
22 Q. Okay. Okay. And then what else did he  
23 say to you during that conversation?  
24 A. I don't recall. That was four years ago.  
03:01 25 Q. Okay. Do you know whether Class Action

1 Refund is a law firm?  
2 A. I'm not sure what they're classified as.  
3 Q. Do you know whether MARTA has any sort of  
4 agreements with Class Action Refund concerning this  
03:01 5 case?  
6 A. I think MARTA does have an agreement, but  
7 I am not certain of the -- I don't know the details  
8 of what's contained.  
9 Q. What's your understanding as to what's  
03:01 10 contained in that agreement?  
11 A. I don't know.  
12 Q. Okay. When was the first time you ever  
13 had a conversation with any attorney from the law  
14 firm of Boies Schiller?  
03:02 15 MR. SMITH: Only answer when. Don't give  
16 a context of any of those conversations.  
17 THE WITNESS: I recollect somewhere around  
18 the time frame of maybe the fall to the winter,  
19 maybe the December, January time frame of 2010 was  
03:02 20 the first time I spoke with someone from Boies  
21 Schiller.  
22 Q. BY MR. LAU: Do you recall who you spoke  
23 with?  
24 MR. SMITH: You can answer who. Don't  
03:03 25 reveal any of the contents of any of the



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1 conversations you had.  
2 THE WITNESS: I believe it was Phil  
3 Iovieno.  
4 Q. BY MR. LAU: Other than Mr. Iovieno, list  
03:03 5 for me every single Boies Schiller attorney you  
6 have ever had a conversation with?  
7 A. Melissa Felder.  
8 Q. Who else?  
9 A. Kyle Smith.  
03:03 10 Q. Anyone else?  
11 A. Bob Tietjen, and that's all I can recall.  
12 Q. Okay. If MARTA prevails in this lawsuit,  
13 do you have any understanding as to how MARTA will  
14 distribute the proceeds that it receives?  
03:04 15 A. Yes, I do have an --  
16 MR. SMITH: If you learned this through  
17 communications with your lawyers or through things  
18 that anyone at MARTA told you based on their  
19 communications with lawyers, don't reveal anything  
03:04 20 you learned through such conversations.  
21 THE WITNESS: Okay. I have a basic  
22 understanding of it.  
23 Q. BY MR. LAU: And how would those proceeds  
24 be distributed?  
03:04 25 MR. SMITH: Same instruction.

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1 THE WITNESS: It would have been members  
2 that contributed to the volume would have received  
3 a share proportionate to their percentage of the  
4 volume that was generated. The remaining funds  
03:05 5 would be put into an account, which would be  
6 divided equally among all members. So all members  
7 would receive an equal share.  
8 Q. BY MR. LAU: Okay. For these two  
9 categories, when you talk about members, are you  
03:05 10 talking about just current members or former  
11 members as well?  
12 A. Just current members.  
13 Q. Okay. Ms. Fields, do you have any  
14 understanding as to whether MARTA has assigned any  
03:06 15 of its claims that it is asserting in this case?  
16 MR. SMITH: Objection; calls for a legal  
17 conclusion.  
18 Q. BY MR. LAU: Let me take a step back.  
19 When I say the word "assigned," do you  
03:06 20 have an understanding as to what that word means?  
21 A. No.  
22 Q. Do you have an understanding as to whether  
23 MARTA has transferred its rights in this lawsuit to  
24 some other entity?  
03:06 25 MR. SMITH: Objection.

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1 Q. BY MR. LAU: Any understanding of that?  
2 MR. SMITH: Objection; calls for a legal  
3 conclusion.  
4 THE WITNESS: Not to my knowledge.  
03:06 5 Q. BY MR. LAU: Okay. Ms. Fields, we have  
6 asked a lot of questions today, and we have covered  
7 a lot of ground. Do you feel looking back at the  
8 few hours you and I have talked together, do you  
9 feel like you have given me full and complete and  
03:06 10 accurate answers?  
11 A. Yes.  
12 MR. LAU: Okay. With that, I am complete  
13 with my questioning. There might be somebody on  
14 the phone who might want to ask their own  
03:06 15 questions.  
16 THE WITNESS: Okay.  
17 MR. LAU: Is there anyone on the phone who  
18 has additional questions for Ms. Fields?  
19 (Discussion off the record.)  
03:07 20 MR. SMITH: No questions for me.  
21 MR. LAU: Ms. Fields, I am going to thank  
22 you for your time today. Our deposition is  
23 complete.  
24 THE WITNESS: Thank you.  
03:07 25 THE VIDEOGRAPHER: This is the end of the

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1 deposition of Aimee L. Fields, and Tape No. 3. Off  
2 the record at 3:07 p.m.  
3 (Whereupon the proceedings were  
4 concluded at 3:07 p.m.)  
5 ---o0o---  
6  
7 I have read the foregoing deposition  
8 transcript and by signing hereafter, approve same.  
9  
10 Dated\_\_\_\_\_  
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13 \_\_\_\_\_  
14 (Signature of Deponent)  
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24  
25

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1 DEPOSITION OFFICER'S CERTIFICATE

2 STATE OF CALIFORNIA )

) ss.

3 COUNTY OF SAN FRANCISCO)

4

5

6 I, Balinda Dunlap, hereby certify:

7 I am a duly qualified Certified Shorthand

8 Reporter in the State of California, holder of

9 Certificate Number CSR 10710 issued by the Court

10 Reporters Board of California and which is in full force

11 and effect. (Fed. R. Civ. P. 28(a)).

12 I am authorized to administer oaths or

13 affirmations pursuant to California Code of Civil

14 Procedure, Section 2093(b) and prior to being examined,

15 the witness was first duly sworn by me. (Fed. R. Civ.

16 P. 28(a), 30(f)(1)).

17 I am not a relative or employee or attorney or

18 counsel of any of the parties, nor am I a relative or

19 employee of such attorney or counsel, nor am I

20 financially interested in this action. (Fed. R. Civ. P.

21 28).

22 I am the deposition officer that

23 stenographically recorded the testimony in the foregoing

24 deposition and the foregoing transcript is a true record

25 ///

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1 of the testimony given by the witness. (Fed. R. Civ. P.

2 30(f)(1)).

3 Before completion of the deposition, review of

4 the transcript [XX] was [ ] was not requested. If

5 requested, any changes made by the deponent (and

6 provided to the reporter) during the period allowed, are

7 appended hereto. (Fed. R. Civ. P. 30(e)).

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9 Dated: June 23, 2014

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## DEPOSITION ERRATA SHEET

Action: *In re Cathode Ray Tube (CRT) Antitrust Litigation, Case No. 07-5944-SC*

Witness: Aimee Fields

Date: June 4, 2014

I wish to make the following changes to the transcript of my deposition, for the following reasons:

Page/Line	Change	Reason
Page 43, line 19	"retain" should be "obtain"	transcription error
Page 55, line 13	"more" should be "or"	transcription error / typographical error
Page 90, line 20	"permissible" should be "permissible"	transcription error
Page 94, line 3	"They" should be "There"	transcription error
Page 109, line 18	"weren't" should be "were"	transcription error
Page 109, line 24	"monitored" should be "monitors"	transcription error
Page 118, line 8	insert period after "why"	grammatical error / transcription error
Page 122, line 25	delete "a general"	transcription error
Page 123, line 21	"division" should be "Navision"	transcription error
Page 126, lines 23-24	"discount that classified" should be "classification of"	transcription error / misstatement
Page 137, line 25	"but" should be "that"	transcription error
Page 143, line 14	"members'" should be "member's"	grammatical error

I declare under penalty of perjury that the foregoing is true and correct.

Executed: July 23, 2014

Aimee H. Fields

Aimee Fields

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